

2022
TMX GROUP LIMITED

NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS AND MANAGEMENT
INFORMATION CIRCULAR

TUESDAY, MAY 3, 2022



The future
is yours
to see.

To our shareholders

I'm pleased to introduce TMX Group's 2022 management information circular. It contains insights into how the board oversees the company, including our corporate governance practices and how we compensate our executives, as well as detailed information about this year's nominated directors and their compensation.

2021 was a tremendous year for TMX Group, marked by strong financial results and major accomplishments across our business areas. Despite the ongoing challenges and business disruptions caused by the COVID-19 pandemic, we reported record revenue last year and significant growth in earnings per share and cash flows generated.

The past year has also seen progress in our company's sustainability and ESG goals, including releasing our first TCFD climate report and becoming carbon neutral for 2020. We have also advanced our equity, diversity, and inclusion (ED&I) program to foster a more equitable, diverse and inclusive workplace and have taken important steps in our Indigenous reconciliation journey, in line with a 2021 company-supported shareholder proposal to improve Indigenous relations and inclusion at TMX Group.

As we look toward the future, our senior management team remains focussed on executing our long-term growth strategy, serving stakeholders in our markets across the world with excellence through all market conditions, and continuing to deliver value to our shareholders.

Compensation for this year's named executive officers reflects our performance and progress in executing our corporate strategy, and aligns with shareholder interests. You can read about this in detail starting on page 45.

In closing, I want to thank my fellow board members for their continued commitment to TMX Group and our strategic vision. Marie Giguère, who has served as a valued member of our board for the past 11 years, is retiring as a director. On behalf of the board, I would like to thank Marie for her many contributions to the board and its committees.

Given the uncertainty surrounding COVID-19 restrictions, this year's annual and special meeting will be held in a virtual-only format, on May 3, 2022, at 2:00 p.m. Eastern time.

Please remember to vote your shares – your vote is important.

Sincerely,

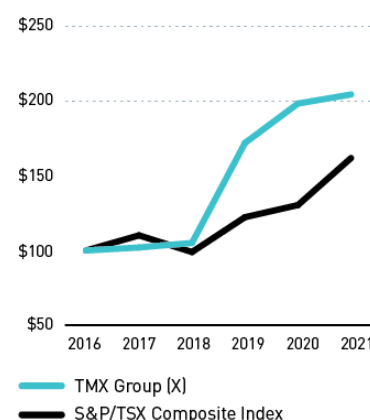


Charles Winograd
Chair, TMX Group Limited

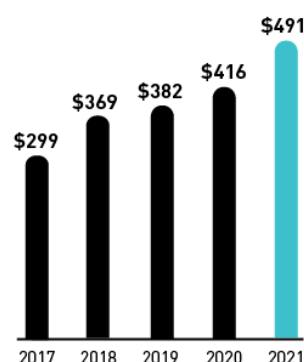


Charles Winograd,
Chair

Total shareholder return (as of December 31)



Income from operations¹ (\$ millions)



¹ 2017 income from operation does not include acquisition costs of \$13.8 million.

Notice of our 2022 annual and special meeting

Tuesday, May 3, 2022

2:00 p.m. (Eastern time)

TMX Group

Virtual only meeting via live webcast online at <https://virtual-meetings.tsxtrust.com/en/1288>

What the meeting will cover

receiving our 2021 financial statements

appointing our auditor

electing our directors

voting on our approach to executive compensation

considering any other business properly brought before the meeting

Your vote is important

You can vote if you owned TMX Group common shares at the close of business on March 16, 2022. The management information circular tells you about the meeting, what you're voting on and how to vote. Please read it carefully, and remember to vote.

The meeting will be held in a virtual only format, via live audio webcast. Registered shareholders and duly appointed proxyholders can attend the meeting, ask questions and vote, all in real time, as long as you are connected to the internet and have logged in at <https://virtual-meetings.tsxtrust.com/en/1288>. You have to be connected to the internet at all times to be able to vote – it is your responsibility to make sure you stay connected for the entire meeting. Please see page 2 of the management information circular for details about voting at our virtual meeting.

If you cannot attend the meeting, you can vote by proxy. Simply complete, date and sign the enclosed proxy or voting instruction form and mail or fax it to TSX Trust Company or go to www.voteproxyonline.com and enter your control number by 2:00 p.m. (Eastern time) on Friday, April 29, 2022.

By order of the board,



Cheryl Graden

Chief Legal and Enterprise
Corporate Affairs Officer
and Corporate Secretary

Toronto, Ontario
March 24, 2022

Where to get a copy of the 2022 management information circular

If you're a registered shareholder or you've already given us instructions to send you printed documents, your management information circular is attached to this notice.

If you're a beneficial shareholder, we're making the circular available online instead of by mail according to a set of rules developed by the Canadian Securities Administrators called *notice and access*.

You can download the circular at <https://docs.tsxtrust.com/2009>, on SEDAR (sedar.com), or on our website (tmx.com).

If you prefer to have a paper copy, contact us by April 22, 2022, and we will send you one free of charge:

call toll-free 1 (888) 873-8392
email TMXshareholder@tmx.com
write Corporate Secretary
TMX Group Limited
100 Adelaide Street West
Suite 300
Toronto, Ontario M5H 1S3
fax (416) 947-4727

TSX Trust Company

100 Adelaide Street West, Suite 301
Toronto, Ontario M5H 4H1
Fax (416) 595-9593

An overview of this document

TMX Group operates global markets, and builds digital communities and analytics solutions that facilitate the funding, growth and success of businesses, traders and investors. TMX Group's key subsidiaries operate cash and derivatives markets and clearinghouses for multiple asset classes including equities, and fixed income. Toronto Stock Exchange, TSX, TSX Venture Exchange, Alpha Exchange, The Canadian Depository for Securities (CDS), Montréal Exchange Inc. (MX), Canadian Derivatives Clearing Corporation (CDCC), Trayport, and other TMX Group companies provide listing markets, trading markets, clearing facilities, depository services, technology solutions, data products and other services to the global financial community.

The attached management information circular tells you what you need to know to vote at our annual and special meeting of shareholders. This overview highlights some key information about what you will be voting on, and our governance and compensation practices. Please read the entire document before you vote your shares.

How to vote at our annual and special meeting

See page 88 for details.

Tuesday, May 3, 2022

2:00 p.m. (Eastern time)

You can vote your TMX Group common shares if you owned them at the close of business on March 16, 2022.

TMX Group

Virtual only meeting via live webcast online at <https://virtual-meetings.tsxtrust.com/en/1288>

Two ways to vote

- 1 at our virtual meeting
- 2 by proxy, using your proxy or voting instruction form

What you will be voting on

**The board recommends you vote
FOR these items**

appointing our auditor

electing our directors

voting on our approach to executive compensation

Where to read about it

page 7

page 8

page 8

Questions?

Contact our transfer agent, TSX Trust Company:

tel (416) 361-0930 (Toronto area)

tel 1-866-393-4891 (North America)

fax (416) 595-9593

email tsxtis@tmx.com

Important information about TMX Group's virtual annual and special meeting

To mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders due to the COVID-19 pandemic, we will hold our annual and special meeting in a virtual only format, via live webcast. Shareholders will have an equal opportunity to participate at the meeting online.

Below is some important information about the virtual meeting format for our 2022 annual and special meeting of shareholders.

How to participate and vote in the virtual annual and special meeting

1. Log in at <https://virtual-meetings.tsxtrust.com/en/1288> at least 15 minutes before the meeting starts
2. Click on "I have a control number"
3. Enter your control number (on your proxy form)
4. Enter the password: tmx2022
5. Vote

We encourage you to submit your vote in advance by going to www.voteproxyonline.com and entering your control number on your proxy, faxing your proxy to 416-595-9593, or mailing it to TSX Trust Company 301-100 Adelaide Street West, Toronto, Ontario M5H 4H1.

Joining the virtual annual and special meeting online

You can log in to the meeting platform beginning at 1:45 p.m. Eastern time on May 3, 2022. The meeting will begin promptly at 2:00 p.m. Eastern time that day.

Asking questions

While logged in for the meeting you will be able to submit questions online by clicking on the "Ask a question" button. If there are questions pertinent to meeting matters that are unanswered during the annual and special meeting due to time constraints, management will post answers to a representative set of the questions at www.tmx.com/investor-relations/corporate-information/shareholder-events. The questions and answers will be available as soon as practicable after the meeting and will remain available until we file our 2023 management information circular.

If you have misplaced your control number

Please contact TSX Trust Company at tsxtrustproxyvoting@tmx.com by 10:00 a.m. (Eastern time) on April 29, 2022, to get your control number. If you are unable to contact TSX Trust Company, we have made arrangements to provide a live audio webcast of the meeting. We will post details on how you may hear the webcast on our website at www.tmx.com and in a media release before the meeting. If you do not have your control number you will not be able to vote your shares or submit your questions during the meeting.

For more information

For additional information about how to vote at the annual and special meeting, please see *How to vote* on page 88.

Shareholders who would like to communicate with the board should send correspondence to the attention of the Chair of the board, TMX Group Limited, 100 Adelaide Street West, Suite 300, Toronto, Ontario M5H 1S3 or by email at TMXshareholder@tmx.com.

Governance at TMX Group

We believe that adopting and maintaining strong governance practices is fundamental to a well-run company, to the execution of our chosen strategies and our successful business and financial performance.

The board’s primary responsibility is to provide governance and stewardship to TMX Group, and to oversee our strategy, business operations and management.

The board is also responsible for board composition and determining director independence.

Our corporate governance practices are aligned with National Instrument 58-101 — *Disclosure of Corporate Governance Practices*, National Policy 58-201 — *Corporate Governance Guidelines*, and recognition orders issued by:

- Ontario Securities Commission
- Québec’s Autorité des marchés financiers
- Alberta Securities Commission
- British Columbia Securities Commission.

You can find an overview of our corporate governance practices starting on page 11 and on our website, www.tmx.com, under the Investor Relations tab.

About the nominated directors

The board recommends you vote FOR the nominated directors.

Turn to page 14 to learn more.

The board nominates directors who understand the complexity of our business and the industry we operate in, and who have the skills and experience to make an effective contribution to the board.

Our recognition orders require us to take reasonable steps to make sure that every director will perform their duties with integrity and in a manner that is consistent with TMX Group’s public interest responsibilities.

This year the board approved 12 nominees for election to the board. We believe this group has the right mix of skills and experience to guide the strategies and business operations of TMX Group.

TMX Group board responsibilities

Ethical culture

Strategic planning

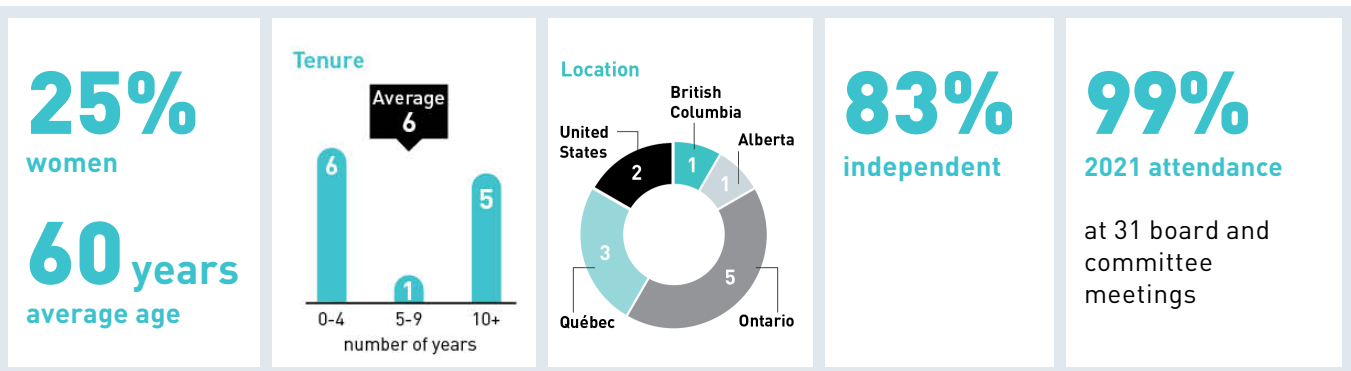
Financial oversight and reporting

Risk oversight

Leadership and succession

Shareholder communications and engagement

Environmental, social and governance oversight



Executive compensation at TMX Group

Executive compensation at TMX Group is carefully designed to link executive pay with our business strategy, organizational culture, company and individual performance and shareholder returns – all within a well-defined risk framework. It balances short-term and longer-term awards to make sure we meet annual objectives while continuing to provide shareholder value over the longer term.

2021 compensation program

The human resources committee oversees compensation, including compensation design, decision-making, risk, policies and programs.

Despite the extraordinary circumstances that the COVID-19 pandemic continued to present, we delivered strong performance in 2021. The committee did not make any significant changes to the design of our compensation program in 2021, and there were no changes to performance metrics and targets or executive pay arising from COVID-19.

2021 compensation decisions

- **Salaries** (page 65) – increased for some executives to recognize new accountabilities and changes in the competitive market.
- **Short-term incentives** (page 65) – performance was above the financial targets that drive our short-term incentive plan funding, resulting in bonuses above target for most named executives.
- **Long-term incentives** (page 68) – were granted at target, in the form of performance share units, restricted share units and options.
- **Vested 2019 long-term incentive awards** (page 70) – paid out higher than grant values, aligned with the increase in our share price over the past three years and, for performance share units, our relative total shareholder return performance against the S&P/TSX Composite Index*.

2021 actual compensation snapshot

	Salary	Short-term incentive	Long-term incentive	2021 compensation	Percent at risk	Compared to target
John McKenzie Chief Executive Officer (CEO)	\$750,000	\$2,036,250	\$1,500,000	\$4,286,250	83%	+27.0%
David Arnold¹ Chief Financial Officer (CFO)	\$233,333	\$185,600	\$290,000	\$708,933	67%	n/a
Jay Rajarathinam Chief Operating Officer (COO)	\$530,000	\$1,199,125	\$662,500	\$2,391,625	78%	+28.9%
Luc Fortin President and Chief Executive Officer, Montréal Exchange (MX) and Global Head of Trading	\$425,000	\$961,563	\$531,250	\$1,917,813	78%	+28.9%
Cheryl Graden Chief Legal and Enterprise Corporate Affairs Officer and Corporate Secretary	\$375,000	\$543,000	\$318,750	\$1,236,750	70%	+24.5%

¹ David Arnold was appointed CFO on June 1, 2021. See page 49 for details about his compensation package and his 2021 compensation.

* The S&P/TSX Composite Index (the Index) is the product of S&P Dow Jones Indices LLC or its affiliates (SPDJ) and TSX Inc. (TSX). Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC (S&P); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC (Dow Jones); and TSX® is a registered trademark of TSX. SPDJ, Dow Jones, S&P, their respective affiliates and TSX do not sponsor, endorse, sell or promote any products based on the Index and none of such parties make any representation regarding the advisability of investing in such product(s) nor do they have any liability for any errors, omissions or interruptions of the Index or any data related thereto.

Our compensation philosophy

Be competitive

Pay for performance

Align with shareholders

Be well governed

Manage risk

Be easily understood

**2021 vote: 89.57%
FOR our approach to
executive compensation.**

You can read about our executive compensation program and our compensation decisions for 2021 starting on page 41.

2022 Management Information Circular

We have sent you this management information circular because you owned TMX Group shares on March 16, 2022. That gives you the right to vote at our 2022 annual and special meeting of shareholders on May 3, 2022.

Management is encouraging you to vote at the annual and special meeting by soliciting your proxy. We solicit proxies mainly by mail, but employees of TMX Group or TSX Trust Company, our transfer agent, may contact you by phone or in person. We pay the cost of proxy solicitation.

This management information circular tells you about the meeting, what you're voting on and how to vote. Please read it carefully, and remember to vote.

To mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders due to the COVID-19 pandemic, we will hold our meeting in a virtual only format, via live webcast. Shareholders will have an opportunity to participate in the meeting online.

Where to get more information

You can find financial information about TMX Group in our 2021 audited annual financial statements and related management's discussion and analysis (MD&A). You can learn more about the finance and audit committee and read the committee charter in our 2022 annual information form.

These documents and others are on our website (tmx.com) and on SEDAR (sedar.com).

Approved by the board

The TMX Group board has approved the contents of this document and its distribution to shareholders.



Cheryl Graden

Chief Legal and Enterprise
Corporate Affairs Officer
and Corporate Secretary
TMX Group Limited

Toronto, Ontario
March 24, 2022

In this document

- *we, us, our* and *TMX Group* mean TMX Group Limited
- *you, your* and *shareholders* mean owners of TMX Group common shares
- *shares* means TMX Group common shares
- *circular* means this management information circular
- *meeting* means our 2022 annual and special meeting of shareholders, to be held on Tuesday, May 3, 2022
- *board* means the TMX Group board of directors

Our record date is March 16, 2022.

All information in this circular is as of March 16, 2022, and in Canadian dollars, unless noted otherwise.

Our head office

TMX Group Limited
100 Adelaide Street West, Suite 300
Toronto, Ontario M5H 1S3

What's inside

What the meeting will cover

- 7** 1. Receive TMX Group's 2021 financial statements
- 7** 2. Appoint the auditor
- 8** 3. Elect directors
- 8** 4. Vote on our approach to executive compensation
- 9** TMX Group board report to shareholders

Governance

- 12** Our governance structure
- 14** Snapshot of the 2022 director nominees
- 19** About the TMX Group board
- 27** Board committees
- 31** About TMX Group directors
- 38** How we pay our directors

Compensation

Compensation discussion and analysis

- 42** **2021 Overview**
- 45** Executive compensation at a glance
- 47** 2021 compensation decisions
- 53** Share performance and executive pay

Compensation governance

- 56** Committee expertise
- 56** Independent advice
- 57** Managing compensation risk
- 59** Equity ownership

Compensation design and decision-making

- 60** 1. Designing the program
- 63** 2. Establishing the mix of components
- 63** 3. Setting compensation and performance targets
- 63** 4. Reviewing progress
- 64** 5. Awarding compensation

2021 compensation review

- 65** Salary
- 65** Short-term incentive plan
- 68** Long-term incentive plan

Compensation details

- 74** Summary compensation table
- 76** Incentive plan awards
- 78** Retirement benefits
- 80** Termination and change of control provisions

Other information

- 84** Insurance and indemnification
- 84** Loans to directors and officers
- 84** TMX Group board charter

How to vote

- 88** How to vote at our 2022 annual and special meeting
- 90** How to vote if you're a registered shareholder
- 91** How to vote if you're a beneficial shareholder

What the meeting will cover

1 Receive TMX Group's 2021 financial statements

We will present our financial statements and auditor's report for the year ended December 31, 2021. You will find a copy of the statements on our website (www.tmx.com), on SEDAR (sedar.com) and posted on <https://docs.tsxtrust.com/2009>.

2 Appoint the auditor

You will vote on appointing our independent auditor, KPMG LLP, and authorize the board to set the auditor's pay.

The auditor reports directly to the board's finance and audit committee. The committee is responsible for reviewing and recommending the auditor's compensation to the board, and making sure the auditor carries out its duties effectively and independently. It does this by, among other things:

- regularly reviewing the auditor's terms of engagement, accountability, experience, qualifications and performance
- conducting a comprehensive review of qualifications and performance every five years
- confirming the independence of the auditor at least once a year and pre-approving any non-audit services they provide.

KPMG LLP has been our auditor since 2012. The table below shows the services KPMG provided in 2020 and 2021, and the fees they were paid.

2021 vote: 99.75% FOR appointing KPMG LLP as our auditor.

The board recommends you vote FOR appointing KPMG LLP as our auditor until the next annual meeting

	2020	2021
Audit fees	\$1,291,304	\$1,479,310
• audit of financial statements including interim reviews of quarterly financial statements • other services normally provided by an auditor in connection with statutory and regulatory filings		
Audit-related fees	\$846,517	\$1,051,200
• the audit-related fees for the 2020 and 2021 fiscal years are for assurance and related services that are reasonably related to the performance of the audit or review of financial statements and are not reported in <i>Audit fees</i> above, including the audit of the TMX Group pension plan, French translation services, reporting on compliance with internal cost allocation model, auditing and reporting on compliance with approved rebate model and reporting on internal controls as required by contract or for business reasons. Variance year-over-year relates to timing of invoices		
Tax fees	-	-
• tax compliance services		
All other fees	\$18,888	\$27,950
• other fees for the 2020 and 2021 fiscal years primarily related to Internet Audit Training		
Total	\$2,156,709	\$2,558,460

3 Elect directors

You will elect directors to serve on our board until the next annual meeting or until they resign from the board. You can read about the nominated directors starting on page 14.

According to our articles of amalgamation, the board can include from three to 24 directors. This year the board approved 12 nominees for election to the board.

We believe this group has the right mix of skills and experience to guide the strategies and business operations of TMX Group. All of the nominees have agreed to serve on our board.

**The board recommends
you vote FOR the election of
each nominated director**

4 Vote on our approach to executive compensation

You will vote on our approach to executive compensation. Executive compensation at TMX Group is carefully designed to link executive pay with our business strategy, company and individual performance and shareholder returns – all within a well-defined risk framework. It balances short-term and longer-term awards to make sure we meet annual objectives while continuing to provide shareholder value over the longer term.

Your vote is advisory, which means it is not binding on the board. The board and the human resources committee will take the results of the vote into account when reviewing our approach to executive compensation for future years.

**2021 vote:
89.57% FOR
our approach to
executive
compensation.**

You can read about our executive compensation program and our compensation decisions for 2021 starting on page 41.

The board recommends you vote FOR the following advisory resolution:

BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the directors, that the TMX Group shareholders accept the approach to executive compensation disclosed in our circular delivered in advance of the 2022 annual and special meeting.

Majority voting

You can vote *for*, or *withhold* your vote, from each nominated director.

According to our director qualification policy, directors who receive more *withheld* votes than *for* votes in an uncontested election have not received the support of shareholders, and must resign.

The governance and regulatory oversight committee will review the resignation and, unless there are exceptional circumstances, recommend that the board accept the resignation. The board will announce its decision about accepting the resignation in a press release within 90 days following the meeting. The board will accept the resignation unless there are exceptional circumstances. If the board does not accept the resignation, it will explain why. The director will not participate in these discussions.

The board can appoint another suitable director, or choose not to fill the vacancy until the next annual meeting, as long as it meets the requirements of our recognition orders, and the corporate and securities laws that apply to us.

Shareholder proposals

If you would like to present a shareholder proposal at our 2023 annual and special meeting, we would like to receive it by February 1, 2023, to be considered for next year's management information circular.

Send your shareholder proposal to:

Corporate Secretary
TMX Group Limited
100 Adelaide Street West, Suite 300
Toronto, Ontario M5H 1S3

TMX Group board report to shareholders

At our annual and special meeting of shareholders held on May 12, 2021, we supported and our shareholders approved the Atkinson Foundation's amended shareholder proposal, and the board committed to reporting to shareholders on TMX Group's work on:

- the development of internal programs and policies on equity, diversity and inclusion (ED&I), including those that encompass current and prospective Indigenous employees, and relationships with Indigenous communities
- our review of procurement from Indigenous-owned businesses, and those owned by other underrepresented groups, and establishing appropriate disclosure practices and objectives
- our engagement with qualified Indigenous and other organizations to support this work so that these programs can be shown to meet standards that are appropriate for TMX Group and, wherever possible, aligned with commonly-used frameworks and to report in an ongoing way that supports investors' ability to determine the breadth, depth, and content of these programs.

**2021 vote:
97.96% FOR
Atkinson Foundation's
amended shareholder
proposal.**

At TMX Group, we are committed to leading by example by fostering a fair, diverse and inclusive culture of belonging that results in positive change for the people, communities and markets we serve. Over the course of the past year, we worked to gain a better understanding of where we have opportunities to grow through data, surveys, focus group discussions, and input from business leaders and employees. Although we are pleased to report on our progress over the past year and proud of how far we've come, we know there is still much more we need to do. We look forward to working with Indigenous communities and our stakeholders to continue to deliver on our commitments and to sharing our progress along the way. The initiatives and activities outlined below form part of our overall ED&I strategy at TMX Group. Please see page 24 to learn more about how we are working to advance diversity and inclusion at TMX Group.

In 2021, we began preparing for our participation in the Progressive Aboriginal Relations (PAR) certification program. PAR is a Canadian Council for Aboriginal Business (CCAB) certification program that provides third-party, independent evaluation of corporate performance in four key areas: leadership actions, employment, business development and community relationships. TMX Group believes in the values and the ability of the PAR program to build effective relationships with Indigenous communities to create economic and social opportunities. We established a cross-functional team from across the organization to commence work on the first phase of the program. The working group completed PAR training with the CCAB and has begun working on implementing our phase 1 commitments: a commitment statement from TMX Group leadership, an Indigenous relations policy, cultural awareness training, and the identification of Indigenous community partners. We anticipate completing phase 1 of the PAR certification program in the third quarter of 2022.

In conjunction with the PAR certification process, we took steps to strengthen our approach to responsible procurement and supplier diversity at TMX Group. We are currently working with a supplier diversity vendor reference data service provider to (i) establish our baseline vendor diversity, (ii) assist us to set vendor diversity objectives within our business operations, and (iii) develop internal capabilities to track and manage the ongoing performance of our supplier diversity efforts. Additionally, we are also in the process of selecting an Indigenous advisory firm to assist us with our Indigenous procurement efforts under the PAR certification process.

The senior management team recognizes that, as a key player in the Canadian capital markets ecosystem, TMX Group has an important role to play in the reconciliation process and in empowering Indigenous economies and communities. We are in the process of formalizing our commitment to reconciliation by developing a Reconciliation Action Plan (RAP) that sets out measurable tasks that we will commit to over the next few years. Our RAP will integrate the PAR requirements referenced above. We recognize the importance of demonstrating leadership by developing our RAP using best practices and by thoughtfully progressing through this process. Coeuraj, a transformation consulting firm, will guide a group of senior leaders through a two-day strategic foresight program in Q2/22 aimed at identifying areas of opportunity for TMX Group to create long-term sustainable change as well as defining our vision and commitments. This program will also include experiential learning opportunities for these leaders to promote cultural awareness within the organization and to co-create opportunities with Indigenous communities.

TMX Group has also made several investments in Indigenous organizations and communities over the past year. Below are a few examples highlighting our initiatives and activities:

- We celebrated National Indigenous Peoples Day on June 21, 2021, by virtually opening the market with members of Anishnawbe Health Foundation, which combines western medicine and Traditional Healing to offer healthcare services to Indigenous people living in Toronto. TMX Group also donated \$50,000 towards the new Anishnawbe Health Foundation Toronto facility. The building will be the first project completed on the site of a new Indigenous Community Hub in Toronto.
- We marked the first National Day for Truth and Reconciliation on September 30, 2021 by virtually opening the market with the leadership team from CCAB. The team was joined by Bear Standing Tall who provided an honour song for the survivors of Residential Schools and those children who did not return home. Makhos Inc., a community and consulting group specializing in supporting Indigenous Peoples, hosted a 90 minute interactive awareness session to give context to the significance of this day, and help build awareness of the history of Indigenous relations in Canada. This session was available globally to all employees of TMX Group.
- Our CEO, John McKenzie, participated in a discussion on *Reconciliation and Corporate Canada: C-Suite Reflections on Rising from Rhetoric to Real Progress* with Tabatha Bull, CEO of CCAB, at the 2022 virtual SHARE Investor Summit.
- We donated \$10,000 to the Downie and Chanie Wenjack Fund in 2021, which aims to build cultural understanding and create a path toward reconciliation between Indigenous and non-Indigenous peoples.
- We donated \$20,000 to Water First in 2021, which helps address the water crisis facing many Indigenous communities through education, training and meaningful collaboration.

Governance

This section of our circular tells you about governance at TMX Group.

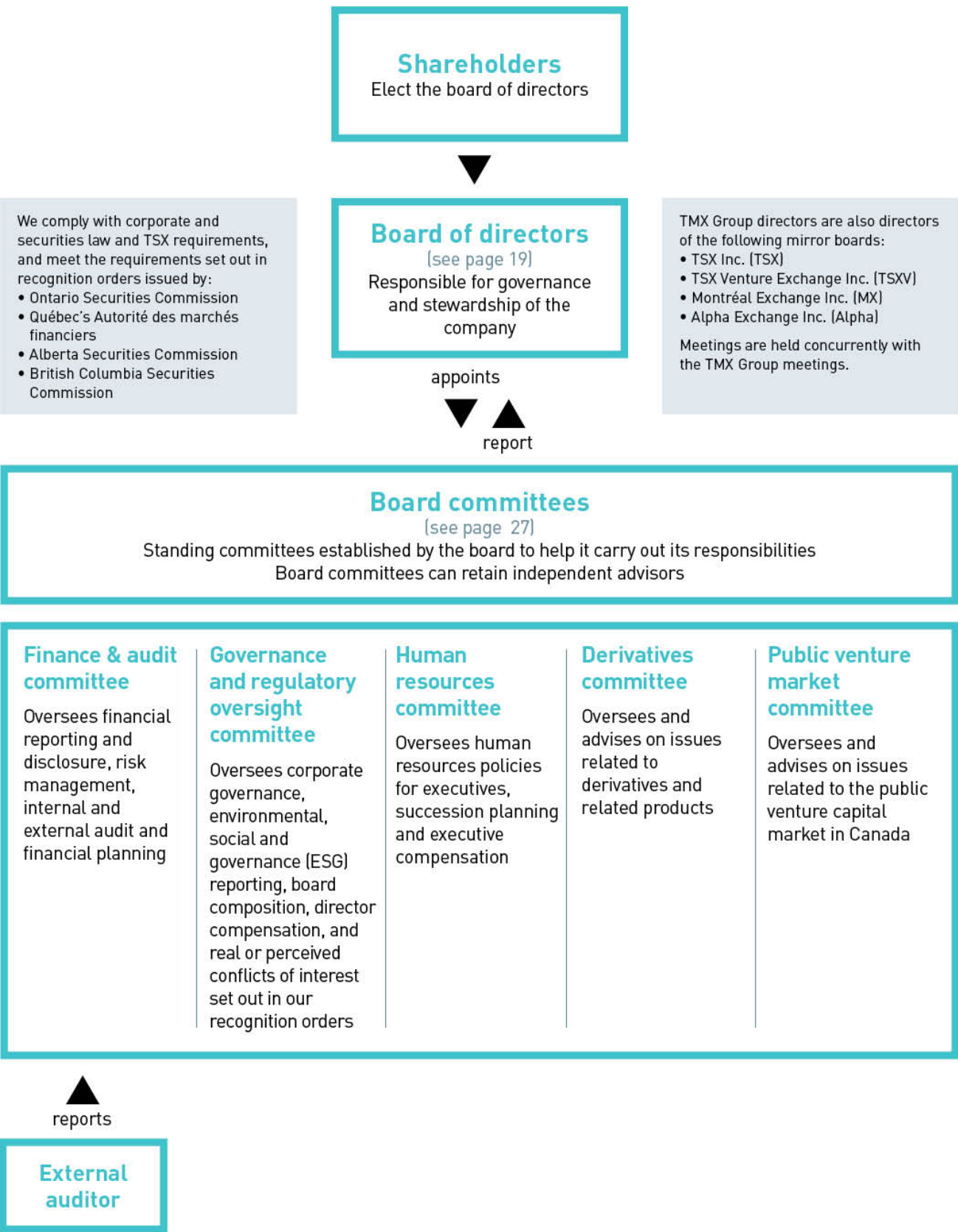
We believe that adopting and maintaining strong governance practices is fundamental to a well-run company, to the execution of our chosen strategies and our successful business and financial performance.

Our corporate governance practices are aligned with National Instrument 58-101 — *Disclosure of Corporate Governance Practices*, National Policy 58-201 — *Corporate Governance Guidelines*, and recognition orders issued by the Ontario Securities Commission, Québec's Autorité des marchés financiers, the Alberta Securities Commission and the British Columbia Securities Commission.

What's inside

- 12** Our governance structure
- 14** Snapshot of the 2022 director nominees
- 19** About the TMX Group board
- 27** Board committees
- 31** About TMX Group directors
- 38** How we pay our directors

Our governance structure



Nominating directors to the board

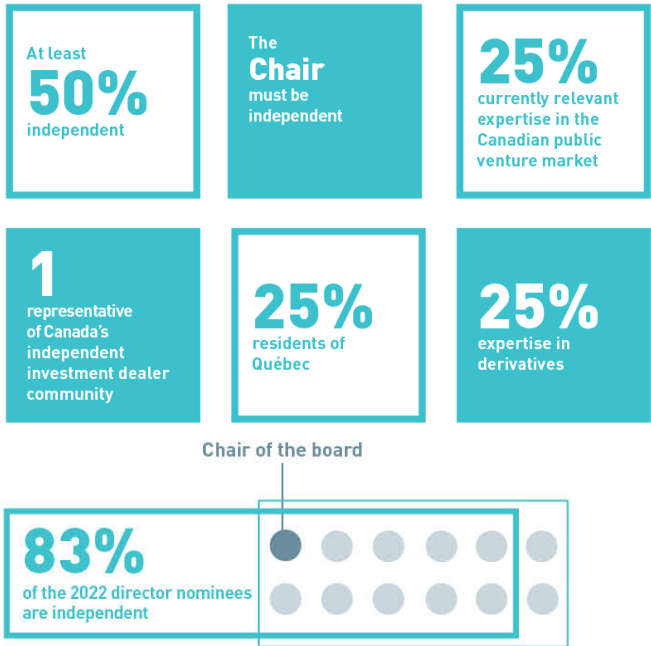
The board needs directors who have a range of skills and qualifications, balanced by diversity criteria reflecting the communities in which TMX Group operates, including but not limited to gender, and other diversity characteristics including age, geographic background as well as Indigenous Peoples¹ and other under-represented groups, including racialized persons, people living with disabilities and members of the 2LGBTQ+ community (collectively with Indigenous Peoples, referred to as the “other diversity characteristics”).

In 2021, the board established a goal that by TMX Group’s 2022 annual meeting, at least 30% of the directors would be women, and at least one director would reflect one of the other diversity characteristics by TMX Group’s 2022 annual meeting. The board achieved its goal of at least one director reflecting other diversity characteristics, with two board members identifying themselves. However, with Ms. Giguère’s retirement from the board, women represent only 25% of the 2022 nominees. The board is committed to achieving its goal of at least 30% women by TMX Group’s 2023 annual meeting.

The governance and regulatory oversight committee will recommend every year that the board adopt objectives for achieving the board diversity and inclusiveness goal set out in the board diversity policy, taking into account our unique regulatory obligations.

Recognition order requirements

We have to meet many different requirements for board composition stipulated by our recognition orders.



That means the director is independent within the meaning of:

- Section 1.4 of National Instrument 52-110 – *Audit Committees*
 - National Policy 58-201 — *Corporate Governance Guidelines*, and
 - Our recognition orders
- In addition to the above requirements, a director is not independent if he or she has one of the following relationships with a TSX, TSXV, MX or Alpha market participant:
- is a partner, officer, director or employee of the market participant, or an associate of a partner, officer, director or employee of the market participant
 - is a partner, officer, director or employee of a company affiliated with the market participant, and is actively or significantly engaged in the day-to-day operations of the market participant.

Annual nomination process

Directors need to understand the complexity of our business and the industry we operate in, and have the skills and experience to make an effective contribution to the board. The right composition is critical for constructive discussion and effective decision-making. Please turn to page 31 to read more about how we choose directors for the board.

Governance and regulatory oversight committee

Reviews strategic and business objectives and confirms board nominees have the required skills

Reviews corporate and securities laws and our recognition order requirements

Reviews current directors and identifies any gaps

Reviews new board candidates

Recommends final list of nominees to the board

Board

Approves the list of nominated directors

Shareholders

Vote on the nominated directors at the annual meeting

¹ “Indigenous Peoples” is defined as First Nations, Inuk and Métis

Snapshot of the 2022 director nominees

The 12 nominees to this year's board have the right mix of skills and experience to guide the strategies and business operations of TMX Group. All of them have agreed to serve on our board.

The board meets our recognition order requirements

83%
independent

58%
expertise in derivatives

25%
residents of Québec

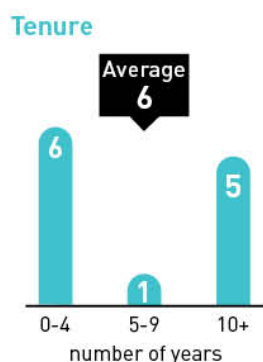
1
representative of Canada's independent investment dealer community

42%
currently relevant expertise in the Canadian public venture market

Other key metrics

25%
women

60 years
average age



Equity ownership

Includes the value of shares and deferred share units (DSUs) the director beneficially owns or controls (including dividend equivalents):

- shares are valued at \$133.79, the closing price of our common shares on TSX on March 16, 2022
- DSUs are valued at \$134.83, the average closing price of our common shares on TSX for the five trading days before March 16, 2022.

Turn to page 40 for more information.

Chair of the board Charles Winograd

MBA, BA, CFA
Toronto, Ontario
Director since July 2012
Age 74
2021 vote: 98.07% FOR
2021 attendance: 100%



- ✓ Independent
- ✓ Expertise in derivatives

Country of residence
Canada

Current position

- Senior Managing Partner, Elm Park Capital Management (mid-market lending limited partnership)
- President, Winograd Capital Inc. (external consulting and private investment firm)

Previous business experience

- Chairman, President and Chief Executive Officer of RBC Capital Markets (2001-2008)
- President and Chief Operating Officer (1998-2001) and Deputy Chairman and Director (1996-1998) of RBC Dominion Securities
- Chairman and Chief Executive Officer (1991-1995), President and Chief Executive Officer (1987 - 1990) and progressively senior positions (1971-1986) at Richardson Greenshields

Public company boards

Current

- Spin Master Corp. (since July 2015), lead director, audit committee, governance and human resources committee
- RioCan Real Estate Investment Trust (since Feb 2009), nominating and governance and regulatory oversight committee, chair

Other boards

- James Richardson and Sons Limited
- KevGroup
- Management Advisor, RP Investment Advisors
- Sinai Health System
- Wellington on the Lake Golf Club Ltd.

Equity ownership at March 16, 2022

TMX Group DSUs: 45,308
Equity at risk: \$6,108,878

Mr. Winograd meets his equity ownership requirement (see page 40).

**The board recommends you vote
FOR each nominee.**

Luc Bertrand
BA

Montréal, Québec
Director since
May 2011
Age 67
2021 vote: 99.94% FOR
2021 attendance: 100%



**Nicolas
Darveau-Garneau**
MBA, B.MATH

Directors' Consortium
Los Gatos, California
Director since
September 2018
Age 53
2021 vote: 97.93% FOR
2021 attendance: 100%



Martine Irman
BA, ICD.D, Advanced
Management Program

Toronto, Ontario
Director since
November 2014
Age 57
2021 vote: 99.96% FOI
2021 attendance: 100%



- ✓ Not independent
- ✓ Works for National Bank Group Inc.
- ✓ Resident of Québec
- ✓ Expertise in derivatives

- ✓ Independent

- ✓ Independent
- ✓ Expertise in derivatives

Country of residence
Canada

Current position

- Vice Chair, National Bank Group Inc. (chartered bank)

Previous business experience

- Deputy Chief Executive Officer and director of TMX Group (2008-2009)
- President and Chief Executive Officer of Montréal Exchange Inc. (2000-2009)

Public company boards

Current

- 5N Plus Inc., chairman (since 2016)

Other boards

- BOX Holdings Group LLC, interim chairman
- BOX Market LLC, interim chairman
- BOX Digital LLC
- CH Group, Club de Hockey Canadian, chairman

Equity ownership at March 16, 2022

TMX Group shares: 605,000
TMX Group DSUs: 1,298
Equity at risk: \$81,117,959

Mr. Bertrand meets his equity ownership requirement (see page 40).

Country of residence
United States

Current position

- Chief Growth and Strategy Officer, Coveo Solutions Inc. (AI-powered enterprise search solutions)

Previous business experience

- Chief Search Evangelist, Google LLC (2017-2022)
- Other positions at Google included Director, US Search Sales & Strategy (2016-2017), Director, Performance Advertising Sales (2014-2015), Head of Performance Advertising Sales (2012-2013), General Manager, Google Québec (2011-2012)
- Chief Executive Officer and Co-Founder BigDeal.com Inc. (2009-2011)
- Co-Founder, Liquor.com (2008 – present)
- Founder and Principal, NDG Ventures (2003-2009)
- Senior Equity Analyst, Sanford C. Bernstein (2001-2003)

Public company boards

Current

- IA Financial Corporation (since 2018), human resources committee

Other boards

- Alida

Equity ownership at March 16, 2022

TMX Group DSUs: 4,598
Equity at risk: \$619,948

Mr. Darveau-Garneau has until September 2023 to meet his equity ownership requirement (see page 40).

Country of residence
Canada

Current position

- Corporate Director

Previous business experience

- Vice Chair, TD Securities (2000-2019)
- Senior Vice President, TD Bank Group (2000-2019)
- various positions in international treasury, capital markets and securities of TD Bank Group (1989-1999)
- various treasury positions of CCL Industries (1985-1989)

Other boards

- YMCA of Greater Toronto, (immediate past chair)
- Export Development Canada, chair
- St-Michael's Hospital Foundation

Equity ownership at March 16, 2022

TMX Group DSUs: 3,708
Equity at risk: \$499,950

Ms. Irman has until November 2024 to meet her equity ownership requirement (see page 40).

Moe Kermani
M.Sc., Ph.D. Physics

Vancouver, British Columbia
Director since September 2020
Age 51
2021 vote: 99.65 FOR
2021 attendance: 100%



- ✓ Independent
- ✓ Expertise in the Canadian public venture market

Country of residence
Canada

Current position

- Managing Partner, Vanedge Capital Partners (venture capital fund)

Previous business experience

- Vice President, NetApp Inc. (2010-2012)
- President and CEO, Bycast Inc. (2000-2010)

Other boards

- Echodyne Corp.
- Illusense Inc.
- OmniSci Technologies Inc.
- Plottly Technologies Inc.
- Quantum Benchmark Inc.
- Rigado, Inc.
- xCures, Inc.

Equity ownership at March 16, 2022

TMX Group DSUs: 1,994
Equity at risk: \$268,851

Mr. Kermani has until September 2025 to meet his equity ownership requirement (see page 40).

William Linton
FCPA, FCA, CA, B.Com

Toronto, Ontario
Director since July 2012
Age 67
2021 vote: 98.17% FOR
2021 attendance: 100%



- ✓ Independent
- ✓ Expertise in the Canadian public venture market

Country of residence
Canada

Current position

- Corporate Director

Previous business experience

- Executive Vice President Finance and Chief Financial Officer of Rogers Communications (2005-2012)
- President and Chief Executive Officer of Call-Net Enterprises Inc. (2000-2005)
- Chair and Chief Executive Officer of Prior Data Sciences Inc. (1998-2000)
- Executive Vice President and Chief Financial Officer of SHL Systemhouse Inc. (1994-1997)
- Increasingly senior management roles at Rogers Communications (1978-1994), including Vice President, Finance and CFO of a subsidiary (1991-1994)

Public company boards

Current

- Empire Company Limited (since 2015) human resources committee (chair), corporate governance and nominating committee
- Deveron Corp (since 2020) chairman

Other boards

- CSL Group Inc.
- Forge First Master Holdings
- Openscreen Inc.
- TSX Trust Company, chair

Equity ownership at March 16, 2022

TMX Group DSUs: 17,754
Equity at risk: \$2,393,772

Mr. Linton meets his equity ownership requirement (see page 40).

Audrey Mascarenhas
M.ENG, B.Sc

Calgary, Alberta
Director since May 2021
Age 61
2021 vote: 99.94 FOR
2021 attendance: 100%



- ✓ Independent
- ✓ Expertise in the Canadian public venture market

Country of residence
Canada

Current position

- President and CEO, Questor Technology Inc. (clean technology)

Previous business experience

- various other positions at Questor Technology Inc. (1999-2005)
- various positions – Gulf Canada Resources (1982-1999)

Public company boards

Current

- Questor Technology Inc. (since 2001)

Other boards

- Circular Economic Panel
- Lazaridis Institute Global Advisory
- Schulich Industry Engineering Advisory Council

Equity ownership at March 16, 2022

TMX Group DSUs: 1,045
Equity at risk: \$140,897

Ms. Mascarenhas has until May 2026 to meet her equity ownership requirement (see page 40).

John McKenzie
MBA, BBA, CPA, CMA

Burlington, Ontario
Director since
August 2020
Age 49
2021 vote: 99.98 FOR
2021 attendance:
100%



**Monique
Mercier**
LLB, M. Phil, Ad. E.

Montréal, Québec
New nominee
Age 65
2021 vote: n/a
2021 attendance: n/a



Kevin Sullivan
LLB, BA

Toronto, Ontario
Director since
July 2012
Age 62
2021 vote: 99.94% FOR
2021 attendance: 100%



- ✓ Not Independent
- ✓ Expertise in derivatives
- ✓ Expertise in the Canadian public venture market

- ✓ Independent
- ✓ Resident of Québec

- ✓ Independent
- ✓ Representative of Canada's independent investment dealer community
- ✓ Expertise in derivatives
- ✓ Expertise in the Canadian public venture market

Country of residence
Canada

Current position

- Chief Executive Officer, TMX Group

Previous business experience

- Other positions at TMX Group included Interim CEO, (2020), Chief Financial Officer (2016-2020), President, CDS (2015-2016), Chief Operating Officer, CDS (2013-2015), Vice President, Corporate Strategy and Development (2005-2013), Director, Corporate Development (2004-2005), and Director, Financial Planning & Analysis (2000-2004)

Other boards

- Accounting Standards Oversight Council

Equity ownership at March 16, 2022

Mr. McKenzie meets his equity ownership requirement in his role as CEO (see page 59).

Country of residence
Canada

Current position

- Corporate Director

Previous business experience

- Executive Vice-President, Corporate Affairs, Chief Legal and Governance Officer of Telus Corporation (2017-2018)
- various other positions at Telus Corporation (2008-2017)
- various positions at Emergis (1999-2008)

Public company boards

Current

- Alamos Gold Inc. (since 2019) human resources committee, corporate governance and nominating committee, public affairs committee
- IA Financial Corporation (since 2019) audit committee, governance and ethics committee
- Innergex Renewable Energy Inc. (since 2015) corporate governance committee (chair)

Other boards

- Bank of Canada
- Canadian Cancer Research Society
- Thoracic Surgery Research Foundation of Montréal

Equity ownership at March 16, 2022

-

If elected, Ms. Mercier will have until May 2027 to meet her equity ownership requirement (see page 40).

Country of residence
Canada

Current position

- Founder and CEO, KMS Capital Inc. (strategy and capital markets advisory services)
- Corporate Director

Previous business experience

- Deputy Chairman, GMP Capital Inc. (2010-2019)
- Chief Executive Officer (1999-2010) and President (1996-1999) of Griffiths McBurney & Partners, joined as Partner in 1995

Public company boards

In the past five years

- GMP Capital Inc. (1993-2019)

Other boards

- Golf Canada Foundation
- Waterfront Toronto
- Epic Investment Services

Equity ownership at March 16, 2022

TMX Group DSUs: 16,914
Equity at risk: \$2,280,515

Mr. Sullivan meets his equity ownership requirement (see page 40).

Claude Tessier**BA, CPA**

Laval, Québec
 Director since
 September 2020
 Age 58
 2021 vote: 95.50 FOR
 2021 attendance: 100%

**Eric Wetlaufer****CFA, BA, ICD.D**

Newton Highlands,
 Massachusetts
 Director since
 July 2012
 Age 59
 2021 vote: 99.41% FOF
 2021 attendance: 100%



- ✓ Independent
- ✓ Resident of Québec
- ✓ Expertise in derivatives

- ✓ Independent
- ✓ Expertise in derivatives

Country of residence

Canada

Country of residence

United States

Current position

- Chief Financial Officer, Alimentation
 Couche-Tard Inc. (convenience store and
 road transportation fuel retail)

Current position

- Managing Partner, TwinRiver Capital
 (global impact investment firm),
 Corporate Director

Previous business experience

- President, IGA Operations (2012-2016)
- Senior Vice President, Finance &
 Strategic Planning, Sobeys Québec
 (2003-2012)

Previous business experience

- Senior Managing Director & Global Head
 of Public Market Investments, Canada
 Pension Plan Investment Board (2011-
 2018)
- Group Chief Investment Officer,
 International of Fidelity Management &
 Research (2005-2010)
- Co-Founder and Partner of Oxhead
 Capital Management
- Chief Investment Officer of U.S. Mid Cap
 and Specialty Growth, Putnam
 Investments
- Managing Director of Cadence Capital
 Management

Other boards

- La Maison des soins palliatifs de Laval

Public company boards*Current*

- Niyogin Fintech (since February 2019)

Other boards

- Enterra Solutions
- Investment Management Corporation of
 Ontario

Equity ownership at March 16, 2022

TMX Group shares: 1,200
 TMX Group DSUs: 1,628
 Equity at risk: \$380,051

Mr. Tessier has until September 2025 to
 meet his equity ownership requirement
 (see page 40).

Equity ownership at March 16, 2022

TMX Group DSUs: 6,383
 Equity at risk: \$860,620

Mr. Wetlaufer meets his equity ownership
 requirement (see page 40).

About the TMX Group board

The board's primary responsibility is to provide governance and stewardship to TMX Group and to oversee our strategy, business operations and management.

Its responsibilities fall into seven categories:

1. Ethical culture
2. Strategic planning
3. Financial oversight and reporting
4. Risk oversight
5. Leadership and succession
6. Shareholder communication and engagement
7. Environmental, social and governance oversight

The board has established five standing committees to help it carry out these responsibilities. The board approves the committee charters and the limits of authority it delegates to each committee. See page 27 for information about the committees and their priorities in 2021.

The board is also responsible for establishing practices that allow the board to function independently of management and non-independent directors. See page 33 for more information about board independence.

Non-management directors meet without management present at every board and committee meeting. From time to time, the directors who are not independent may be recused from meetings to allow for independent discussion about transactions and agreements those directors may have a material interest in.

About the chair

The chair of the board must be independent. The chair leads the board and works with the CEO to make sure the company fulfills its responsibilities to stakeholders, including meeting its mandate to operate in the public interest.

Charters and position descriptions

The board has written position descriptions for the chair of the board, the CEO, and the chair of each board committee.

These are set out in the board and committee charters: the board charter is on page 84, and the charter for each committee is on our website [tmx.com].

The board and its committees review their respective charters at least once a year.

How to get in touch with the board of TMX Group

You can reach the board by sending an email to TMXshareholder@tmx.com

1. Ethical culture

The board actively promotes a culture of integrity with the goal of advancing high standards of ethical conduct. In this rapidly changing environment, the board is continuously looking for ways to improve our culture and work environment.

We expect all directors, officers and employees to behave in a way that is fair, honest, responsible and consistent with our core values of excellence, client focus, innovation, collaboration, respect and integrity.

Board and management set the tone at the top

Our recognition orders require us to take reasonable steps to make sure that every director and officer will perform their duties with integrity and in a manner that is consistent with TMX Group’s public interest responsibilities. The board assesses the integrity of every director and officer and their ability to create a culture of integrity at TMX Group. As part of this process, every director and officer completes a personal information form and consents to searches being conducted so his or her personal information can be verified by TSX. In addition, TMX Group retains a third party to conduct investigative due diligence-based searches and analysis of potential reputation and integrity risks on proposed new director and officer nominees.

Codes of conduct

We have two codes of conduct (one for the board and one for employees), which you can find on our website (tmx.com) and on SEDAR (sedar.com). Compliance is mandatory and all directors, officers and employees have a responsibility to report violations of the codes. Violations can result in disciplinary action, including dismissal.

Everyone signs an acknowledgement every year that they have read, understood and complied with the code of conduct. Employees must also pass a test before they sign.

Board code of conduct	Emphasizes the importance of ethics in the promotion of a climate of honesty, truthfulness and integrity. Covers the obligations of a director, confidentiality and conflicts of interest, among other things.
Employee code of conduct	Emphasizes the importance of doing business ethically. Applies to all TMX Group officers and employees (which include consultants and independent contractors) and officers and employees of our subsidiaries, and covers confidentiality, conflicts of interest, supplier and client relationships and technology, among other things.

Conflicts of interest and related party transactions

The two codes of conduct cover potential conflicts of interest and require that all directors, officers and employees avoid situations that may result in a potential conflict. In the event a director, officer or employee finds themselves in a potential conflict situation, the codes require that the person disclose the nature and extent of his or her interest in writing or by requesting to have it entered in the minutes of the meeting. In the event of a conflict of interest, the person in question will leave the meeting when the issue is discussed and, in the case of a director will refrain from participating in any decision or action.

The governance and regulatory oversight committee is responsible for overseeing and monitoring compliance of the two codes, and authorize any waiver granted to any director or executive officer in connection with the codes. The committee will also cause an investigation of any reported violations of the board code of conduct and will oversee an appropriate response, including corrective action and preventative measures. Any director who violates the board code of conduct will face appropriate, case specific, disciplinary action.

How we create an ethical culture

Board and management set the tone at the top

Codes of conduct set high standards:

- board code of conduct
- employee code of conduct

Board committees monitor compliance

Reports of violations are responded to impartially and without retaliation

In addition, directors and executive officers complete annual questionnaires and must disclose any real or potential conflicts of interest or related party transactions. These questionnaires assist TMX Group to identify and monitor potential conflicts or possible related party transactions. The board takes appropriate measures to ensure the exercise of independent judgment in considering transactions and agreements that a director or executive officer may have a material interest in.

There were no material conflicts of interests or related party transactions reported by the board, CEO or the executive leadership team in 2021. On occasion, directors recuse themselves from deliberations and approvals even when their interest is not material (or the transaction or contract is not material) to avoid even the perception that a conflict of interest may arise.

Monitoring compliance

The board oversees compliance with the codes through three of its committees:

Board	• approves board and employee codes of conduct
Governance and regulatory oversight committee	• monitors director and officer compliance with the board code of conduct and the employee code of conduct, reviews violations and makes recommendations to the board for any disciplinary action • considers and grants any waivers from compliance with the board code of conduct and the employee code of conduct • reviews the board code of conduct annually • oversees conflict of interest policies and procedures related to our recognition orders • oversees reports of allegations of breaches of ethical conduct received through the whistleblower hotline (other than those complaints under the oversight of the finance and audit committee, as outlined below) or other means related to our recognition orders
Human resources committee	• oversees compliance of employee code of conduct • reviews the employee code of conduct annually
Finance and audit committee	• oversees any complaints about accounting, internal controls or auditing matters

Reporting violations

Directors who are aware of a breach of the board code of conduct must immediately notify either the corporate secretary or the assistant corporate secretary of TMX Group Limited, who will inform the chair of the governance and regulatory oversight committee within two days of receiving the report.

Employees may report violations of the employee code of conduct to their manager, the CEO, the chief internal auditor or a member of the senior management team, including the chief human resources officer and the chief legal and enterprise corporate affairs officer and corporate secretary. Employees may also report violations to the chair of the finance and audit committee or, if they prefer to remain anonymous, through our confidential third-party whistleblower service. All reports are investigated promptly, confidentially and impartially. The governance and regulatory oversight committee has not waived any aspect of the board code of conduct or the employee code of conduct and no material change reports related to the conduct of any director or executive officer have been filed (generally required for behaviour that represents a material departure from the board or employee code of conduct).

In 2021, the human resources committee approved TMX Group's speaking up policy. The policy empowers each employee to speak up and ask questions, raise concerns and report (including on an anonymous basis with our independent third party whistleblower service), without fear of retaliation or unfair treatment, any wrongdoing, which includes:

- all known, observed or suspected misconduct or improper or unethical acts; or
- violations or potential violations of the employee code of conduct or our corporate policies, standards and procedures; or
- violations or potential violations of any applicable law, legal or regulatory obligation or requirement, including those under a recognition order.

2. Strategic planning

The board oversees the development and execution of our strategic plan.

Management, led by the CEO, prepares the corporate strategic plan and detailed operational plans every year, and presents them to the board at a dedicated strategic planning session. The board reviews and approves the plans, making sure they are consistent with the corporate vision and take into account the long-term and short-term opportunities and risks of the business with a view to creating long-term value for all shareholders and other stakeholders.

Throughout the year, the board oversees the implementation and effectiveness of the plans within the context of our risk appetite, by comparing our results to the targets set out in the plans and in annual performance objectives.

3. Financial oversight and reporting

The board provides financial oversight to ensure that the company uses its resources wisely and reports adequate, accurate, timely, balanced and fair financial information to shareholders.

The board is responsible for:

- approving annual operating and capital budgets
- reviewing operating and financial results against approved strategy, budgets and objectives
- confirming the integrity of the system of internal controls, which include internal control over financial reporting and disclosure controls and procedures
- reviewing and overseeing our compliance with audit, accounting and financial reporting requirements
- approving our financial statements and accompanying MD&A and earnings press releases.

The finance and audit committee carries out certain of these activities on behalf of the board, working with our external auditor as appropriate. You can read about the finance and audit committee’s activities in 2021 on page 27.

4. Risk oversight

The board oversees risk management by:

- making sure we have policies, processes and systems in place to identify and manage key enterprise risks and objective certainty
- approving our enterprise risk management policy (ERM policy)
- approving our risk appetite statements.

The finance and audit committee oversees the adequacy and operating effectiveness of TMX Group’s Enterprise Risk Management (ERM) program. The enterprise chief risk officer, heads the enterprise risk management group, has a reporting line to the chair of the finance and audit committee, reports regularly to the finance and audit committee and is a member of the enterprise strategy and risk committee, a committee composed of the CEO and key members of the executive leadership team.

A culture of risk management

TMX Group recognizes that effective risk management is fundamental to our ability to drive long-term sustainable growth through the execution of our strategic and operational objectives.

2021 priorities

In 2021, the board focused on accelerating our transformation:

- identifying opportunities to increase recurring revenue
- expanding our global footprint.

The board’s annual risk review

Reviewing management’s assessment of risks and objective certainty of top strategic and operational objectives enabling a view of key enterprise risks

Discuss new and emerging risks

Develop strategies to manage, monitor, report on and mitigate each identified risk

Our approach to risk management addresses opportunities, uncertainties and threats to the successful achievement of our objectives rather than managing our risks in isolation. This approach does not change the risks faced by our organization. Instead, it anchors the risk management process to our objectives which ensures the integration of the enterprise’s risks with objectives and performance and supports the proper allocation of resources across the enterprise.

Risk management is embedded into the organization in three ways:

Culture – The board, together with the CEO and senior management, has established an enterprise-wide ethical culture that values the importance of effective risk management in day-to-day business activities and decision-making, and encourages frank and open communication.

Accountability – Risk management is integrated into policies and internal processes. Responsibilities and levels of authority for risk-taking are clearly defined. Our business unit and corporate function leaders own TMX’s strategic and operational objectives and therefore remain accountable for the effective management of risks assumed in their activities supported by the enterprise risk management and internal audit groups.

Process – TMX Group’s ERM team facilitates and supports our leaders in their pursuit of their objectives and ensures that an appropriate framework is in place to identify, assess, measure, manage, monitor and report on material risks that may impact TMX strategic and operational objectives. It is designed to ensure that objectives and risks across the organization:

- are transparent and well understood;
- are consistent with TMX Group’s accepted and approved level of risk appetite;
- appropriately balance risk and reward; and
- serve as inputs into the enterprise strategy formulation process.

Our ERM program, which is reassessed regularly, also includes disaster recovery, crisis management and business continuity for critical functions and systems, to protect personnel and resources and allow us to continue critical business functions if a natural disaster occurs.

5. Leadership and succession

The human resources committee of the board oversees human resources policies, programs and overall organizational culture, and is actively engaged in succession planning and executive compensation.

The board appoints the CEO and approves the appointment of other senior executives. It also approves the CEO’s objectives, performance targets and compensation.

Succession planning

Succession planning is an important focus for management and the board. The human resources committee reviews, approves and reports to the board on the talent assessment and succession plans for the CEO and other executives, including the named executives, to support the attraction, identification, development and retention of a diverse, inclusive and talented workforce.

To understand TMX Group’s various talent segments, we use a disciplined talent review process, led by the human resources team, to assess all executives, directors and high potential employees.

We also develop succession plans for every executive. The outcome of the talent review is used to determine potential successors in four time

How we develop future leaders

Proactively assess talent and define succession gaps

Identify employees with leadership potential and challenge them

Review individual development needs and career objectives

Coach and enable talent to help them achieve their full potential

segments: Ready Now, Ready in 1-3 years, Ready in 3-5 years and Ready in 5+ years.

The human resources team presents its findings to the human resources committee, which approves and reports to the board on the talent assessment and succession plans for executive roles. The CEO presents their view on CEO successors to the committee but final approval of CEO succession rests with the full board.

Over the course of 2021, talent assessments and succession plans were reviewed and where required, approved by the human resources committee. On April 20, 2021, we announced the appointment of David Arnold as CFO effective June 1, 2021, after a thorough search that considered both internal and external candidates.

Diversity

TMX Group leaders are responsible for creating a culture of inclusiveness. We strive to have our leadership demographic profile reflect the profile of our industry as a whole, and we actively seek to ensure our workforce is representative of the communities we operate in.

In late 2020, we completed our first ED&I survey to gather demographic data on our workforce and employee attitudes and beliefs about inclusion at TMX Group. In 2021, we established an ED&I Advisory Council that included a diverse mix of employees from across the company. The committee studied the data and developed a long-term ED&I strategy to best drive and support a diverse and inclusive workforce. The strategy was presented to all employees in November 2021.

The strategy includes continuing our focus on progressing balanced gender representation in the overall workforce (defined as 40% - 60% women or men), taking into account that identification is not just binary. We increased our previous goal of at least 33% women in executive positions (both senior executives and other executives) to at least 40% women by 2025. As at December 31, 2021, approximately 26% of executive positions were held by women – a decline from 35% from the previous year. We continue to focus on ensuring we have diverse candidate slates for executive level roles, and we are continuing to develop and advance women within the organization to support the achievement of our new targets.

Positions held by women	Target (new starting in 2021)	Positions held by women at December 31, 2021
Senior executives		2 of 8 (25%)
Executives	40% women by 2025 ¹	9 of 35 (26%)
All other employees	40 to 60% women or men by 2025	652 of 1,622 (40%)

¹ We achieved our 2020 target of 33% of executive positions held by women by December 31, 2020, and increased the target to 40% of executive positions held by women by 2025.

In 2021, we were once again recognized by Women in Governance as a parity-certified organization, and moved from Bronze status in 2020 to Silver status in 2021. The certification recognizes organizations that have achieved results by articulating a commitment to gender parity in the workplace, integrating it into the ecosystem of the organization and implementing mechanisms to achieve that commitment and sustain it over time.

In addition to the above, our strategy also focuses on enhancing representation across all groups, including Indigenous Peoples. Please see page 9 for an overview of our report to shareholders on our progress on the development of internal programs and policies that support Indigenous employees, businesses, communities and other stakeholders.

6. Shareholder communication and engagement

The board oversees shareholder communication and engagement.

Activities include:

- establishing the processes that management uses to make sure public disclosure is consistent, transparent, accurate, fair, balanced, regular and timely
- holding an annual 'say on pay' advisory vote to get feedback on executive compensation
- making sure TMX Group has a mechanism to receive other feedback from shareholders.

We have a disclosure policy that sets out disclosure practices, names authorized spokespeople and helps ensure confidentiality. A disclosure committee made up of management ensures we comply with the disclosure policy and applicable regulations, evaluates whether information is material and reviews disclosure documents before final approval by the board (as necessary).

TMX Group executives host conference calls with investors and analysts every quarter after announcing our financial results. These calls are broadcast live, and we make audio archives available by telephone or webcast for several months. Our investor relations staff provides information to current and potential investors, responds to inquiries and tracks any feedback received. We encourage all shareholders to attend our meeting to hear updates and interact with management and board members.

Shareholders who would like to communicate with the board should send correspondence to the attention of the chair of the board, TMX Group Limited, 100 Adelaide Street West, Suite 300, Toronto, Ontario M5H 1S3 or by email at TMXshareholder@tmx.com.

2021 engagement

In 2021, we met with investors at nine investment or industry conferences and attended virtual meetings with investors from 26 cities.

We post our investor brochure from these events on our website, along with other disclosure documents.

7. Environmental, social and governance oversight

The board oversees TMX Group's integration of sustainability and ESG objectives into our enterprise strategy, business processes, operations and investment decisions. Board and committee roles are outlined below.

Board of directors

- Ethical culture
- Strategic planning
- Financial oversight and reporting
- Risk oversight
- Leadership and succession
- Shareholder communication

Board committees

Governance and regulatory oversight committee

- Board stewardship
- Board size and composition
- Director selection and orientation
- Director independence
- ESG reporting
- Corporate governance policies and practices
- Real and perceived conflicts of interest

Finance and audit committee

- Internal controls and whistleblower complaints
- External audit
- Internal audit and assurance
- Risk management
- Financial planning, investment opportunities, treasury activities and capital plan

2021 highlights

- Released our second annual ESG report, and our first TCFD climate report detailing TMX Group's climate-related risks and opportunities. You can find both documents on our website.
- Conducted a climate materiality analysis to identify the climate-related risks and opportunities that could materially impact our strategic and operational objectives.
- Achieved carbon neutrality by buying voluntary carbon offsets.
- Introduced several products that facilitate ESG investing.
- Advanced our ED&I program to foster a more diverse, inclusive workplace (see page 24).
- Took important steps in our Indigenous reconciliation journey, in line with a 2021 company-supported shareholder proposal to improve Indigenous relations and inclusion at TMX Group (see page 9).
- Improved the link between ESG and executive pay by introducing ESG goals into the individual performance objectives for the CEO and senior executives. These will affect their short-term incentive awards starting in 2022 (see page 46).

Human resources committee

- Executive appointment and compensation
- Succession planning for the Chief Executive Officer and other senior executives
- Administration of compensation and benefits plans

TMX Group sustainability vision statement	
For Our People: Commit to attracting, developing and retaining a fair, diverse and inclusive workplace culture where we live our values, and empower our people to thrive and achieve their full potential.	For Our Shareholders: Provide long-term sustainable value by identifying and managing ESG risks and opportunities and providing transparency through reporting our goals, accomplishments and progress.
For Our Clients: Offer ESG products and services that enable: • Issuers to access growth capital as they transition to a sustainable economy, and provide transparent disclosure. • Investors to make investment decisions in sustainable finance by providing insights and capabilities through trading, data and other solutions.	For Our Communities: Make a lasting, meaningful positive impact as a responsible corporate citizen in the communities where we do business. Proactively seek to mitigate potential adverse impacts our business activities have—directly or indirectly— on sustainability factors.

Board committees

The board has established five standing committees to help it carry out its responsibilities. Every director is invited to meetings of committees they do not sit on.

Finance and audit committee

Chair

William Linton

Members

Martine Irman
Kevin Sullivan
Claude Tessier
Eric Wetlaufer

2021 meetings

5

100% attendance

100% independent

(according to National Instrument 52-110 – *Audit Committees* and our recognition orders)

100% financially literate

(as defined by the board, but at a minimum means that the director can read and understand a set of financial statements that are comparable in scope and complexity to our financial statements, which is consistent with the meaning set out in National Instrument 52-110 – *Audit Committees*)

Oversees

- Financial reporting and disclosure
- Internal controls and whistleblower complaints
- External audit
- Internal audit and assurance
- Risk management
- Financial planning, investment opportunities, treasury activities and capital plan
- Pension plans

Recent areas of focus

- Recommended the annual and interim financial statements and related management's discussion and analysis and media releases to the board for approval
- Reviewed significant judgments relating to:
 - fair value of financial instruments
 - goodwill impairment
 - TMX Group internal cost allocation model and transfer pricing
- Reviewed business plan, capital plan, including the base shelf prospectus, normal course issuer bid and internal reorganizations
- Reviewed disclosure controls and procedures and internal control over financial reporting
- Reviewed and monitored the project related to the modernized clearing platform
- Reviewed the principles for management's process and use of non-GAAP measures
- Reviewed and approved the annual internal audit plan and monitored its execution
- Reviewed enterprise risk management activities and findings, risk management policy and risk appetite statements
- Reviewed independence and performance of our external auditor and approved the audit plan
- Reviewed and assessed management's reports on pension plan oversight
- Reviewed updates on cyber security

Governance and regulatory oversight committee

Chair

Marie Giguère

Members

Nicolas Darveau-Garneau

William Linton

Audrey Mascarenhas

Charles Winograd

2021 meetings

5 (including 1 special meeting)

100% attendance

100% independent

(according to

National Policy 58-201 – *Corporate Governance Guidelines* and our recognition orders)

Oversees

- Board stewardship
- Board size and composition
- Director selection and orientation
- Board compensation
- Director independence
- Environmental, social and governance oversight
- Corporate governance
- Real and perceived conflicts of interest in three areas:
 - ownership interests by marketplace participants with a representative on the board
 - increased concentration of ownership in the exchange
 - profit-making objectives and public interest responsibilities.

Maintains appropriate conflict of interest policies and procedures, including overseeing reports of breaches or possible breaches of a recognition order requirement.

Recent areas of focus

- Reviewed the board and each committee charter
- Completed the evaluation and assessment of the chair of the board, the board, its committees and each director
- Recommended approval of TMX Group's ESG report and the first TCFD Report
- Received regular updates on ESG reporting
- Recommended the nominees to stand for election at the annual and special meeting of shareholders
- Recommended nominees to be appointed to the board
- Reviewed the corporate governance practices in the circular and recommended it to the board for approval
- Recommended the composition of the board's committees
- Received regular updates on key governance and regulatory developments
- Reviewed the board orientation and education policy, employee trading policy, timely disclosure confidentiality and insider trading policy, director qualification policy and the board diversity policy
- Reviewed directors' and officers' insurance
- Reviewed conflict of interest policies and procedures and filed its annual report with the Ontario Securities Commission
- Reviewed the report of conflicts committee and approved the appointment of the independent committee members to the conflicts committee

Human resources committee

Chair
Eric Wetlaufer

Members
Nic Darveau-Garneau
Marie Giguère
Moe Kermani
Charles Winograd

2021 meetings
5
100% attendance

100% independent
(according to National Policy 58-201
– *Corporate Governance Guidelines* and
our recognition orders)

Oversees

- Executive appointment and compensation
- Succession planning for the CEO and other senior executives
- Human resources policies for executives
- Administration of compensation and benefits plans

Recent areas of focus

- Approved the new CFO's compensation
- Reviewed peer group and compensation benchmarking
- Reviewed annual performance assessments of senior management and approved their compensation
- Reviewed the compensation discussion and analysis and recommended it to the board for approval
- Approved the 2021 compensation design and funding
- Recommended the CEO's compensation
- Reviewed high-potential talent management and succession planning
- Reviewed and approved executive officer appointments and organizational changes
- Reviewed talent, culture and respectful workplace policies
- Approved the speaking up policy and procedures
- Recommended amendments to the employee code of conduct
- Evaluated the linkage between ESG priorities and executive pay
- Reviewed and approved a change to the long-term incentive mix to increase the weight on performance share units, and the allocation of grants to employees.
- Reviewed and approved administrative amendments to the executives' deferred share unit plan.

Derivatives committee

Chair
Luc Bertrand

Members
Martine Irman
Kevin Sullivan
Claude Tessier

2021- meetings
2
100% attendance

100%
with expertise in derivatives

Advises the board on

All policy issues and matters that are likely to have a significant impact on derivatives and related products of TMX Group and its subsidiaries.

Recent areas of focus

- Reviewed regular updates on the derivatives business
- Reviewed derivatives initiatives, including extended trading hours, developing multi-service graphical user interface to enhance the client experience and expanding the current suite of products to launch new equity, fixed income and other asset class products

Public venture market committee

Chair

Moe Kermani¹

Members

Luc Bertrand

Martine Irman

Audrey Mascarenhas¹

Kevin Sullivan¹

2021 meetings

4

100% attendance

¹60%

committee members with currently relevant expertise in the Canadian public venture market (as defined by our recognition order requirements)

Advises the board on

All policy issues and matters that are likely to have a significant impact on the public venture capital market in Canada.

Recent areas of focus

- Reviewed the national advisory committee's quarterly report on summarizing its activities and the activities of the local advisory committees
- Received regular updates on TSXV's business
- Reviewed TSXV's strategy to be the pre-eminent global platform for growing venture stage issuers
- Reviewed technology initiatives to redefine the issuer experience
- Reviewed updates on various policy initiatives

About TMX Group directors

The governance and regulatory oversight committee is responsible for recommending director candidates who understand the complexity of our business and the industry we operate in, and have the skills and experience to make an effective contribution to the board.

All TMX Group directors share several basic characteristics: they are thoughtful and act with integrity, they are held in high regard by their peers, and they interact easily with other board members and management. They have the time to be fully engaged in all of the board's activities, and are willing to participate fully and frankly in a way that encourages free and open discussion.

The governance and regulatory oversight committee reviews the composition of the board at least once a year against criteria in four categories:

- recognition order requirements
- corporate and securities law requirements
- areas of expertise that support company strategy
- diversity that supports healthy debate.

Our recognition orders include requirements for independence, certain industry experience, certain geographic diversity, as well as a requirement to ensure that TMX Group has policies and procedures under which we will (i) take reasonable steps to ensure that each director is a fit and proper person, and (ii) consider whether the past conduct of a director affords reasonable grounds to believe that the director will perform his or her duties with integrity and in a manner that is consistent with the public interest responsibilities of TMX Group.

The committee has identified 14 areas of expertise that are specifically related to our business strategy. These areas will evolve over time as we execute on our global growth strategy aimed at increasing our presence in key new markets around the world. The committee will also consider diversity criteria reflecting the communities in which TMX Group operates, including but not limited to the other diversity characteristics listed on page 13.

The committee uses a matrix built from these requirements to identify any gaps between the board composition and the company's strategic requirements every year. Filling those gaps is a key consideration in the selection of new directors.

The table below shows our recognition order requirements and our required areas of expertise, along with the nominees who fill each category.

Recognition order requirements	Luc Bertrand	Nicolas Darveau-Garneau	Martine Irman	Moe Kermani	William Linton	Audrey Mascarenhas	John McKenzie	Monique Mercier	Kevin Sullivan	Claude Tessier	Eric Wetlaufer	Charles Winograd	TOTAL	
Independent (see page 33) Required: at least 50%		•	•	•	•	•		•	•	•	•	•	10	83%
Resident of Québec Required: at least 25% ¹	•							•		•			3	25%
Expertise in derivatives Required: at least 25%	•		•				•		•	•	•	•	7	58%
Currently relevant expertise in the Canadian public venture market Required: at least 25%				•	•	•	•		•				5	42%
Additional areas of expertise														
CEO/Senior officer experience working as a CEO or senior officer for a major organization	•	•	•	•	•	•	•	•	•	•	•	•	12	100%
Governance/board experience as a board member of a major or public company organization	•	•	•	•	•	•	•	•	•	•	•	•	12	100%
Regulated company experience working in an organization regulated by government or regulatory bodies	•	•	•		•	•	•	•	•	•	•	•	11	92%
Technology experience in businesses heavily dependent on information technology	•	•	•	•	•	•	•	•	•	•	•	•	12	100%
Strategy experience driving strategic direction and leading the growth of an organization	•	•	•	•	•	•	•	•	•	•	•	•	12	100%
Financial/risk financial accounting and reporting, corporate finance, internal controls and risk management	•	•	•		•	•	•	•	•	•	•	•	11	92%
Mergers and acquisitions experience in major mergers and acquisitions	•	•	•	•	•	•	•	•	•	•	•	•	12	100%
Marketing experience in marketing in the capital markets	•	•	•	•		•	•				•	•	8	67%
Human resources experience in compensation, benefit and pension programs, legislation and agreements	•	•	•		•	•		•			•	•	8	67%
Energy experience in the energy markets	•		•			•	•	•	•	•	•	•	9	75%
Broker/dealer experience working in the capital markets at a broker/dealer	•	•	•			•			•		•	•	7	58%
Clearing experience in cash, derivatives or energy clearing	•		•				•		•			•	5	42%
International experience working in an organization with global operations	•	•	•	•		•	•	•	•	•	•	•	11	92%
Environmental, social & governance experience in cybersecurity, IT/business resilience, privacy and data security, sustainable investing, community engagement, regulatory relationship management, human capital management, corporate governance, gender diversity or environmental footprint	•	•	•	•	•	•	•	•	•	•	•	•	12	100%

Determining director independence

Independence for the board is defined by National Instrument 52-110 – *Audit Committees*, National Policy 58-201 — *Corporate Governance Guidelines* and our recognition orders.

The governance and regulatory oversight committee assesses each director's independence. Directors help with this by completing an annual questionnaire that asks for details about their relationship with TMX Group, other business relationships and shareholdings. Potential nominees being considered for the board also complete the questionnaire.

Status of the 2022 nominated directors

	Independent	Status
Luc Bertrand	no	works for National Bank Group Inc.
Nicolas Darveau-Garneau	yes	
Martine Irman	yes	
Moe Kermani	yes	
William Linton	yes	
Audrey Mascarenhas	yes	
John McKenzie	no	TMX Group CEO
Monique Mercier	yes	
Kevin Sullivan	yes	
Claude Tessier	yes	
Eric Wetlaufer	yes	
Charles Winograd	yes	
Total	83%	

83% of this year's nominated directors are independent

That means the nominee is independent within the meaning of:

1. Section 1.4 of National Instrument 52-110 – *Audit Committees*
 2. National Policy 58-201 — *Corporate Governance Guidelines*, and
 3. Our recognition orders
- A director is not independent if he or she has one of the following relationships with a TSX, TSXV, MX or Alpha market participant:
- is a partner, officer, director or employee of the market participant, or an associate of a partner, officer, director or employee of the market participant
 - is a partner, officer, director or employee of a company affiliated with the market participant, and is actively or significantly engaged in the day-to-day operations of the market participant.

Director resignation

Directors are expected to submit their resignation to the board if their circumstances change, or if there are reasonable grounds to question their ability to act independently. The governance and regulatory oversight committee will consider the resignation and make a recommendation to the board about whether it would be in the best interests of TMX Group to have the director remain on the board.

Building a diverse board

The board derives strength from the diversity of thought represented by the variety of backgrounds, qualities, skills and experience of its directors. In identifying suitable candidates, the governance and regulatory oversight committee will consider independence, and experience as a CEO/senior officer or board member or in the following areas: governance, regulated company, technology, strategy, financial and risk, mergers and acquisitions, marketing, human resources, energy, broker/dealer, derivatives, clearing, public venture market, international business and environmental, social and governance. As well, the governance and regulatory oversight committee will consider any gaps in representation from geographic regions relevant to TMX Group’s strategic priorities and take into account the legal and regulatory obligations for directors unique to TMX Group under its recognition order securities law requirements. Qualities such as integrity, good character and high regard in his or her community or professional field are expected of all board members.

When identifying and considering qualified candidates for the board, the governance and regulatory oversight committee will also consider diversity criteria reflecting the communities in which TMX Group operates, including but not limited to the other diversity characteristics listed on page 13.

The board is committed to achieving board composition in which women comprise at least 30% of the board’s directors by TMX Group’s 2023 annual meeting. On an annual basis, the governance and regulatory oversight committee will recommend that the board adopt objectives for achieving the board diversity and inclusiveness goal set out in the board diversity policy, taking into account our unique regulatory obligations.

Gender diversity

25%
women

Our board diversity policy includes gender diversity as a factor to be considered when determining board composition. The board is committed to have at least 30%- women on the board by TMX Group’s 2023 annual meeting.

This year’s nominees include three women, representing 25% of the nominees. We measure the effectiveness of our approach to gender diversity by tracking the number of women on the board every year.

Other diversity

17%
other diversity
characteristics

Our board diversity policy includes other diversity characteristics as a factor to be considered when determining board composition. The board achieved its goal to have at least one director reflect one of the other diversity characteristics by TMX Group’s 2022 annual meeting.

This year’s nominees include two directors who identified themselves as having other diversity characteristics, representing 17% of the nominees.

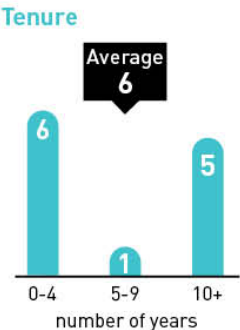
Age and tenure

60 years
average age

We believe that board renewal is in the best interests of TMX Group

The board decided not to adopt a mandatory retirement age, but has introduced a tenure limit of 12 years for directors appointed or elected to the board after May 2011, to be served in one-year

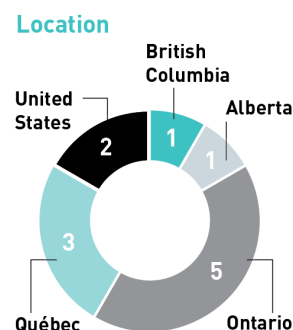
terms. The governance and regulatory oversight committee can nominate a director who has reached the tenure limit for up to three additional one-year terms, if necessary to comply with regulatory requirements, to ensure a specific area of expertise is represented on the board, or if it is otherwise in the best interests of TMX Group.



Geographic location

While our recognition orders require at least 25% of our directors to be residents of Québec, the governance and regulatory oversight committee also looks for representation from the other locations we operate in.

This year's nominees are located in Alberta, British Columbia, Ontario, Québec and the United States.



Attending meetings

2021 meeting attendance

There were 31 board and committee meetings in 2021. Directors attended 99% of all meetings, in aggregate.

Directors are expected to come fully prepared to every regularly scheduled board and committee meeting, as well as special meetings where possible (except in exceptional circumstances).

Due to the COVID-19 pandemic, directors attended 87% of all board and committee meetings by video conference.

A director whose attendance falls below 75% must submit his or her resignation to the board. The governance and regulatory oversight committee will consider the resignation, and make a recommendation to the board about whether it would be in the best interests of TMX Group to have the director remain on the board.

2021 attendance

	Board	Derivatives committee	Finance and audit committee	Governance and regulatory oversight committee	Human resources committee	Public venture market committee	All board and committee meetings
Luc Bertrand	10/10	2/2				4/4	16/16 100%
Nicolas Darveau-Garneau	10/10			2/2	5/5		17/17 100%
Christian Exshaw ¹	3/3	1/1					4/4 100%
Marie Giguère	10/10			5/5	5/5		20/20 100%
Martine Irman	10/10	2/2	5/5			4/4	21/21 100%
Harry Jaako ¹	3/3		2/2			2/2	7/7 100%
Moe Kermani	10/10				2/2	4/4	16/16 100%
William Linton	10/10		5/5	5/5			20/20 100%
Jean Martel ¹	2/3			3/3			5/6 83%
Audrey Mascarenhas ²	7/7			2/2		2/2	11/11 100%
John McKenzie	10/10						10/10 100%
Gerri Sinclair ¹	3/3			3/3	3/3	2/2	11/11 100%
Kevin Sullivan	10/10	2/2	5/5			4/4	21/21 100%
Claude Tessier ¹	10/10	1/1	5/5				16/16 100%
Eric Wetlaufer	10/10		5/5		5/5		20/20 100%
Charles Winograd	10/10			5/5	5/5		20/20 100%

¹ Messrs. Exshaw, Jaako and Martel and Ms. Sinclair retired from the board on May 12, 2021.

² Ms. Mascarenhas was elected to the board on May 12, 2021.

Serving on other public boards

1

There is one board interlock.

While we do not have a formal limit on the number of other public company boards a director can sit on, the governance and regulatory oversight committee looks at whether directors are overcommitted by keeping track of how many other public company boards our directors sit on.

The governance and regulatory oversight committee also looks at whether two or more board members sit on the same board of another public company (other than a TMX Group subsidiary), and will recommend to the board the best course of action if there is an issue.

After its review of this year's nominees, the governance and regulatory oversight committee recommended to the board and the board has determined that:

- none of this year's nominees is overcommitted
- while Ms. Mercier and Mr. Darveau-Garneau sit together on iA Financial Corporation Inc. board, they continue to be able to exercise independent judgment as members of the board.

See the director profiles starting on page 14 for details about other boards the nominees sit on.

Director education

We make sure our directors understand our business, and keep current on industry developments, the operating risk and regulatory environment, continuous disclosure obligations, accounting and financial reporting requirements and best practices in corporate governance.

The governance and regulatory oversight committee regularly reviews the content of our orientation and director education programs against current and emerging trends, corporate objectives and input from directors and management, and makes changes as necessary.

Orientation

Our orientation program for new directors is designed to help them understand TMX Group and their own responsibilities so that they can make a meaningful contribution as quickly as possible.

New directors receive a manual that includes extensive information about the business, our corporate strategy, priorities, financial performance and plans, risks and legal and regulatory requirements, as well as detailed information about the board and what we expect of our directors.

New directors also meet with the CEO and other members of the senior management team, and are invited to spend time with other senior leaders to deepen their knowledge of the company.

Continuing education

We organize presentations for directors and prepare written materials for them to read, tailoring the content to current issues and the specific needs of the board.

Continuing education is integrated into our board meetings, and directors are invited to attend all committee meetings even when they are not sitting members. Directors receive a comprehensive package of information before every board meeting, committee meeting and strategic planning session. The board committees also deliver reports to the full board after each committee meeting. All of these materials are accessible on a permanent, secure extranet.

Directors also receive a daily news email with relevant information about the industry, and periodic reports and analysis of significant industry developments.

TMX Group staff regularly present to the board about different aspects of our business, and we arrange for third-party experts to present on specialized topics. The table below lists presentations our directors attended in 2021 as part of the continuing education program.

	Date	Presenter	Who attended
US Options Market	September 2021	TMX management	Full board
Cybersecurity	September 2021	Third-party expert	Full board
Climate	December 2021	Third-party expert	Full board

We also encourage directors to attend programs offered by others to keep up with developments in corporate governance, regulatory or industry matters and best practices relevant to their board and committee roles. They select the programs they believe will benefit them the most, and we reimburse them up to a set amount each year.

We pay for our directors to be members of the Institute of Corporate Directors, which gives them access to events, educational programs and publications. Directors are also invited to attend any seminars presented by TSX, TSXV, MX and CDCC.

Performance evaluation

The board has an annual process for evaluating its effectiveness and the effectiveness of the chair of the board, the board's committees and individual directors.

The governance and regulatory oversight committee leads the annual assessment process, with input from all directors, using performance criteria the committee establishes together with the chair of the board.

Every director completes a self-assessment and a survey that seeks feedback on peers. Then the chair of the board interviews every director one-on-one. The chair is interviewed by the chair of the governance and regulatory oversight committee. The interviews provide an opportunity to offer candid feedback on board effectiveness and to expand on the survey responses.

The chair of the board shares feedback with each director individually as appropriate. The chair also discusses the results of the individual evaluations with the chair of the governance and regulatory oversight committee and reports summary findings to the committee and to the full board. The chair of the governance and regulatory oversight committee discusses the results of the chair of the board's assessment survey with the committee and with the full board. The committee reviews the results of the assessments and recommends any changes it believes will improve the performance and effectiveness of the board.

Annual five-step assessment process

1. Written self-assessment
2. Peer evaluation survey
3. One-on-one interviews
4. Feedback shared individually and with the full board
5. Governance and regulatory oversight committee recommends any follow-up

How we pay our directors

Our director compensation program is designed to attract and retain highly qualified board members and to align their interests with those of our shareholders.

The board approves how much we pay our directors, and what form that compensation takes, to make sure compensation meets the program's objectives and reflects the responsibilities and risks of being a director.

The governance and regulatory oversight committee regularly reviews director compensation levels and makes recommendations for the board to consider. The committee typically retains external consultants to provide advice and benchmarks based on comparable companies.

Director compensation includes:

- an annual retainer for membership on the board (paid in a combination of cash and deferred share units (DSUs))
- an annual retainer for participating on board committees

Annual fee schedule

	2021 (as of January 1, 2021)
Board retainer	
Chair of the board	
• cash	\$135,000
• DSUs	\$250,000
Directors	
• cash	\$60,000
• DSUs	\$110,000
Committee retainers	
Committee chairs	
• Finance and audit committee	\$35,000
• Human resources committee	\$30,000
• Other committees	\$20,000
Committee members	
• Finance and audit committee	\$15,000
• Human resources committee	\$15,000
• Other committees	\$10,000
Travel fee (if return air travel time exceeds six hours)	\$1,500

About DSUs

A DSU is a notional share that has the same value as one TMX Group common share, and therefore has the same upside and downside risk. DSUs earn additional units as dividend equivalents at the same rate as dividends paid on our shares.

Our directors redeem DSUs for cash only after they leave our board. The redemption value depends on the market value of our shares at that time.

Some of our directors are not paid

The CEO does not receive director compensation because he is compensated in his role as CEO.

Changes to director compensation in 2021

After retaining an independent consultant in 2020 to review director compensation at the companies in our comparator group, the governance and regulatory oversight committee recommended and the board approved an "all-in" retainer structure and eliminated meeting fees for board and committee attendance.

The changes took effect on January 1, 2021.

Director compensation table

The table below lists all compensation earned by our directors in 2021.

Director fees include payment for services the directors provide as directors of the TMX Group board and the boards of TSX, TSXV, MX and Alpha.

All other compensation includes additional fees several directors earn for serving on the boards or committees of other subsidiaries or entities TMX Group has a significant investment in (see below for details).

	Annual fees				All other compensation	Total compensation	Allocation of annual fees	
	Board retainer		Committee retainers				paid in cash	taken as DSUs
	cash	DSUs	chair	member				
Luc Bertrand¹	\$40,000	\$110,000	\$13,333	\$6,667	\$58,500	\$228,500	\$58,500	74%
Nicolas Darveau-Garneau	\$60,000	\$110,000	-	\$21,667	-	\$191,667	-	100%
Christian Exshaw (paid to CIBC)	\$25,000	-	-	\$4,167	-	\$29,167	\$29,167	-
Marie Giguère	\$60,000	\$110,000	\$20,000	\$15,000	\$16,667	\$221,667	\$55,833	75%
Martine Irman	\$60,000	\$110,000	-	\$35,000	\$6,667	\$211,667	-	100%
Harry Jaako	\$25,000	-	\$8,333	\$6,250	\$4,167	\$43,750	\$43,750	-
Moe Kermani	\$60,000	\$110,000	-	\$26,667	-	\$196,667	-	100%
William Linton	\$60,000	\$110,000	\$35,000	\$10,000	\$96,334	\$311,334	\$145,500	53%
Jean Martel	\$25,000	-	-	\$4,167	\$8,333	\$37,500	\$18,750	50%
Audrey Mascarenhas	\$40,000	\$110,000	-	\$13,333	-	\$163,333	\$26,667	84%
John McKenzie (not paid)	-	-	-	-	-	-	-	-
Gerri Sinclair	\$25,000	-	-	\$14,583	-	\$39,583	-	100%
Kevin Sullivan	\$60,000	\$110,000	-	\$35,000	-	\$205,000	-	100%
Claude Tessier	\$60,000	\$110,000		\$21,667	-	\$191,667	\$40,833	79%
Eric Wetlaufer	\$60,000	\$110,000	\$30,000	\$15,000	-	\$215,000	\$26,250	88%
Charles Winograd	\$135,000	\$250,000	-	-	-	\$385,000	\$67,500	82%

¹ Mr. Bertrand started receiving board compensation in May 2021.

All other compensation includes fees for sitting on boards and committees of the following TMX Group subsidiaries and significant investments :

	MX rules and policies committee / TSX and Alpha rules committee	TSX Trust Company board	BOX Holdings Group, LLC and BOX Market, LLC board	Total
Luc Bertrand			\$58,500	\$58,500
Marie Giguère	\$16,667			\$16,667
Martine Irman	\$6,667			\$6,667
Harry Jaako	\$4,167			\$4,167
William Linton	\$6,667	\$89,667		\$96,334
Jean Martel	\$8,333			\$17,500

Equity ownership

To align the interests of our directors with those of our shareholders, we require directors to own three times their annual retainer in TMX Group equity.

That means directors have to own at least \$510,000 (\$1,155,000 for the chair) in equity, represented by a combination of shares and DSUs. This requirement was increased on January 1, 2021, from \$345,000 for directors and \$1,035,000 for the chair.

Until they meet this requirement, directors have to receive at least 50% of their annual director compensation in the form of DSUs. Unless otherwise noted, they have five years from the time they joined the board to meet the requirement.

The table below shows the value of the shares and DSUs each director held as at March 16, 2022. We calculated the value as follows:

- *TMX Group shares*: we used the closing price of our shares on TSX on March 16, 2022 (\$133.79)
- *DSUs*: we used the weighted average trading price of our shares on TSX for the five trading days ending on March 16, 2022 (\$134.83).

All of the directors meet their equity ownership requirement with the exception of Ms. Irman, who has until November 2024, Mr. Kermani and Mr. Tessier, who have until September 2025, and Ms. Mascarenhas, who has until May 2026.

as of March 16, 2022	2020		2021		Change		Value at March 16, 2022	Meets ownership requirement
	TMX Group shares (#)	DSUs (#)	TMX Group shares (#)	DSUs (#)	TMX Group shares (#)	DSUs (#)		
Luc Bertrand	585,000	-	605,000	1,298	20,000	1,298	\$81,117,959	yes
Nicolas Darveau-Garneau	-	3,085	-	4,598	-	1,513	\$619,948	yes
Martine Irman	-	2,039	-	3,708	-	1,669	\$499,950	no
Moe Kermani	-	504	-	1,994	-	1,490	\$268,851	no
William Linton	-	16,109	-	17,754	-	1,645	\$2,393,772	yes
Audrey Mascarenhas	-	-	-	1,045	-	1,045	\$140,897	no
Kevin Sullivan	-	14,994	-	16,914	-	1,920	\$2,280,515	yes
Claude Tessier	1,200	462	1,200	1,628	-	1,166	\$380,051	no
Eric Wetlaufer	-	4,824	-	6,383	-	1,559	\$860,620	yes
Charles Winograd	-	41,900	-	45,308	-	3,408	\$6,108,878	yes

Compensation

This section of our circular describes executive compensation at TMX Group, including how we design and oversee our executive compensation program and how we link executive pay to our long-term success.

Our six named executives for 2021 were:

- John McKenzie, Chief Executive Officer
- David Arnold, Chief Financial Officer
- Frank Di Liso, Interim Chief Financial Officer, Vice President Corporate Finance and Administration
- Jayakumar (Jay) Rajarathinam, Chief Operating Officer
- Luc Fortin, President and Chief Executive Officer, Montréal Exchange (MX) and Global Head of Trading
- Cheryl Graden, Chief Legal and Enterprise Corporate Affairs Officer and Corporate Secretary

With the exception of Frank Di Liso, all of the named executives were members of the TMX Group Senior Management Team on December 31, 2021.

Having your say on executive pay

We want to make sure you understand how we pay our executives, and why, before you vote at the 2022 annual and special meeting. Last year, 89.57% of votes cast voted FOR our approach to executive compensation.

Please read through this section of the circular, and if you have questions about our executive compensation program or the pay decisions for 2021, you can reach us at:

(416) 947-4277 or (888) 873-8393 (toll-free)

TMXshareholder@tmx.com

What's inside

Compensation discussion and analysis

42 2021 Overview

45 Executive compensation at a glance

47 2021 compensation decisions

53 Share performance and executive pay

55 Compensation governance

56 Committee expertise

56 Independent advice

57 Managing compensation risk

59 Equity ownership

60 Compensation design and decision-making

60 1. Designing the program

63 2. Establishing the mix of components

63 3. Setting compensation and performance targets

63 4. Reviewing progress

64 5. Awarding compensation

65 2021 compensation review

65 Salary

65 Short-term incentive plan

68 Long-term incentive plan

Compensation details

74 Summary compensation table

76 Incentive plan awards

78 Retirement benefits

80 Termination and change of control provisions

Compensation discussion and analysis

2021 Overview

TMX Group is steadfast in our client-first commitment to serving the world's capital markets while focusing on generating long-term, profitable growth, and this is reinforced in our client-first vision statement: *To be an indispensable solution for companies around the world to raise capital and the preferred destination for traders and investors to prosper.*

TMX Group's 2021 results, highlighted by double digit revenue and earnings per share growth, reflect an extraordinary year for clients raising capital on our markets, and strength across our business model. Year-over-year growth was driven by increased revenue from Capital Formation, Derivatives Trading and Clearing, and Trayport. We are extremely proud of the efforts of our people in driving TMX Group's success, and thankful for their exemplary efforts in serving our clients and industry stakeholders through all market conditions.

As we move forward in 2022, TMX Group is focused on strengthening our great markets even more, innovating and adapting to meet the evolving needs of the marketplace, and accelerating our global growth strategy.

Key financials

in millions of dollars	December 31, 2020	December 31, 2021	change
Revenue	\$865.1	\$980.7	13%
Operating expenses	\$449.2	\$489.5	9%
Income from operations	\$415.9	\$491.2	18%
Earnings per share (diluted)	\$4.91	\$5.99	22%

As reported in our audited annual consolidated financial statements for the year-ended December 31, 2021.

Key initiatives and accomplishments

Response to the COVID-19 pandemic

In 2021, we continued to experience increased demand on our systems and services during the pandemic with increased activity, trading, messaging levels and client support demands. Our team rose to the challenge and ensured the market and our participants were effectively supported during these challenging times.

In early 2022, TMX Group was announced as the winner of the Disaster Recovery Institute International (DRII) 2022 Award of Excellence for COVID-19 Response and Recovery of the Year. The health and safety of our people, our clients and the entire capital markets community has been and continues to be our top priority in this time of great uncertainty, and consistently guides the decisions that we make. We deployed various IT and human resources tools to support both our employees working from home as well as our limited recovery staff who are on site performing critical duties. While the majority of our workforce has the ability to work remotely, TMX Group offices are open for all employees to use and pivot to a hybrid work model.

We continue to focus on resiliency and demonstrated this through ongoing resiliency testing during this global pandemic, including our latest Disaster Recovery exercise completed in October 2021. As we look into the future, TMX Group remains firmly focused on serving our clients with excellence, providing our markets with continuity, and executing against our global growth strategy.

Key business Initiatives

On August 12, 2021, we completed the acquisition of AST Investor Services Inc. (Canada), and its subsidiary AST Trust Company (Canada) (collectively, AST Canada), a provider of transfer agency, corporate trust and related services for \$164.6 million in purchase consideration, which includes \$30 million of cash in their businesses. On September 1, 2021, AST Trust Company (Canada) and TSX Trust Company amalgamated to form a newly amalgamated corporation continued as TSX Trust Company. AST Investor Services Inc. (Canada) was renamed as TMX Investor Solutions Inc.

In June 2021, Trayport Limited completed the acquisition of Tradesignal, a producer of rule-based trading and technical chart analysis software based in Germany. In addition to selling enhanced charting and analytics capabilities to its client base, the acquisition provides a strategic link between Trayport's algo trading and analytics offerings.

In September 2021, MX launched extended trading hours in Asia, offering investors in Asia-Pacific region the opportunity to manage their exposure to Canadian markets and execute cross-market strategies in their local time.

In May 2021, we released our second annual ESG report, detailing our progress in integrating sustainability practices into our corporate strategy, business processes and investment decisions. Highlights of the report include:

- We endorsed the Sustainability Accounting Standards Board (SASB) and a target to incorporate the recommendations of the TCFD in our ESG reporting in 2021.
- We made a commitment to purchase carbon credits to offset our GHG emissions and become net-carbon neutral in 2021.
- We established an ED&I Advisory Council, led by our CEO John McKenzie, to determine TMX Group's long-term ED&I policies, procedures and targets.
- We formed an agreement with IHS Markit to facilitate broader ESG reporting and data distribution for issuers listed on Toronto Stock Exchange and TSX Venture Exchange.

In December 2021, we released our inaugural TCFD Report detailing TMX Group's climate-related risks and opportunities. Highlights of the report include:

- We conducted a climate materiality analysis to identify the climate-related risks and opportunities that could materially impact our strategic and operational objectives.
- We committed to achieving carbon neutrality for 2020 and every year going forward. To reach the climate milestone in 2020, we purchased voluntary carbon offsets utilizing Trayport's Joule platform.
- We introduced several products that facilitate ESG investing, including new ESG indices, sustainable ETFs, and ESG derivatives on the Montreal Exchange.

Company leadership changes

Chief Financial Officer

On June 1, 2021, David Arnold joined TMX Group as Chief Financial Officer (CFO). Mr. Arnold is a financial services industry leader and 20-year veteran of CIBC where he held increasingly senior positions in Finance and Administration. At TMX Group, he is accountable for leading the company's finance function, including strategic financial planning and reporting, corporate development, investor relations, operational administration and expense management.

Other named executives

In February 2021, we made organizational changes designed to improve the execution of our growth strategies and business plans, with a focus on best serving the needs of our clients and stakeholders. The changes included expanded mandates for three of this year's named executives:

- **Jay Rajarathinam's** mandate as Chief Operating Officer expanded beyond overall technology strategy and TMX Datalinx to also include the development and execution of the integrated operations and enterprise strategy for TMX Group, focusing on enabling business growth through technology, innovation and optimizing operations.
- **Luc Fortin's** mandate as President and Chief Executive Officer of Montréal Exchange and Global Head of Trading expanded to include oversight of TMX Group's post-trade businesses, CDCC and CDS, and enterprise client management. This provides enhanced alignment between global trading and post-trade and enhances our ability to better serve our clients.
- **Cheryl Graden's** mandate as Chief Legal and Enterprise Corporate Affairs Officer expanded to include oversight of corporate communications, in addition to her existing accountabilities related to TMX Group's legal, regulatory affairs, government relations and risk management functions. This change reflected the important relationship between legal affairs and public affairs, and ensures alignment in our enterprise approach to advocacy across all stakeholder groups in support of an effective and productive capital markets ecosystem.

Executive compensation at a glance

Executive compensation at TMX Group is carefully designed to link executive pay with our business strategy, organizational culture, company and individual performance and shareholder returns – all within a well-defined risk framework. It balances short-term and longer-term awards to make sure we meet annual objectives while continuing to provide shareholder value over the longer term.

2021 compensation program

The human resources committee oversees compensation, including compensation design, decision-making, risk, policies and programs.

Despite the extraordinary circumstances that the COVID-19 pandemic continued to present, we delivered strong performance in 2021. The committee did not make any significant changes to the design of our compensation program in 2021 and there were no changes to performance metrics and targets or to executive pay arising from COVID-19.

2021 compensation decisions

- **Salaries** (page 65) – increased for some named executives to recognize new accountabilities and changes in the competitive market.
- **Short-term incentives** (page 65) – performance was above the financial targets that drive our short-term incentive plan funding, resulting in bonuses above target for most named executives.
- **Long-term incentives** (page 68) – were granted at target, in the form of performance share units, restricted share units and options.
- **Vested 2019 long-term incentive awards** (page 70) – paid out higher than grant values, aligned with the increase in our share price over the past three years and, for performance share units, our relative total shareholder return performance against the S&P/TSX Composite Index.*

* See page 4.

Our compensation philosophy

Be competitive

Executives earn competitive pay when corporate and individual performance meet established objectives

Pay for performance

Executives earn more when our performance is high, and less when our performance is low

Align with shareholders

Long-term incentive plan payouts are directly linked to our share price performance

Be well governed

Executive compensation is overseen by a committee with the right expertise, using a process that demonstrates high standards of good governance

Manage risk

Compensation risk is identified, measured and managed within acceptable risk tolerance

Be easily understood

We want our stakeholders to understand how we pay our executives, and why

2021 shareholder vote: 89.57% FOR our approach to executive compensation.

2021 actual compensation snapshot

	Salary	Short-term incentive	Long-term incentive	2021 compensation	Percent at risk	Compared to target
John McKenzie Chief Executive Officer (CEO)	\$750,000	\$2,036,250	\$1,500,000	\$4,286,250	83%	+27.0%
David Arnold¹ Chief Financial Officer (CFO)	\$233,333	\$185,600	\$290,000	\$708,933	67%	n/a
Jay Rajarathinam Chief Operating Officer (COO)	\$530,000	\$1,199,125	\$662,500	\$2,391,625	78%	+28.9%
Luc Fortin President and Chief Executive Officer, Montréal Exchange (MX) and Global Head of Trading	\$425,000	\$961,563	\$531,250	\$1,917,813	78%	+28.9%
Cheryl Graden Chief Legal and Enterprise Corporate Affairs Officer and Corporate Secretary	\$375,000	\$543,000	\$318,750	\$1,236,750	70%	+24.5%

¹ David Arnold was appointed CFO on June 1, 2021. See page 49 for details about his compensation package and his 2021 compensation.

2022 compensation decisions

The committee reviews the executive compensation program every year, and in 2021, it reviewed the design features of the short-term and long-term incentive plans against competitive market practices. While the committee did not make any changes to the program design for 2021, it did approve the following changes to the incentive plans, which will become effective in 2022.

Long-term incentive pay mix

In response to a growing shareholder preference to have a greater portion of long-term incentives tied to performance, and in line with TMX Group's pay for performance philosophy, the committee adjusted the 2022 long-term incentive mix to increase the weighting of PSUs to 50% from 40%, and reduced the weighting of options to 20%. RSUs continue to be weighted at 30%.

Linking ESG objectives and executive compensation

ESG is fundamental to TMX Group's long-term sustainability as both an organization and as an operator of global capital markets. Over the past year, the committee and management completed a thorough review of different approaches to linking executive compensation to ESG performance.

For 2022, there was agreement to increase the focus on ESG topics in the short-term incentive plan by including specific individual and team-based ESG goals in the individual performance objectives for the CEO and senior executives. This approach allows ESG objectives to be tailored to each role and business unit or corporate function, with goals cascaded down through the organization. Focus will be placed on both TMX Group's corporate actions (talent and culture, diversity and inclusion, sustainable business practices), and our commercial actions, including the products and services we provide to our clients, and the support we provide our clients to help them with their own ESG strategies. At the end of the year, the committee and the CEO will review performance against the ESG objectives, along with individual objectives defined at the beginning of the year and board approved, to determine the final short-term incentive awards for each senior executive.

The committee will monitor the company's progress and performance on ESG initiatives, and will continue to enhance the link between ESG and executive compensation as necessary.

2022 target compensation for the named executives

Compensation changes were recommended for some of the named executives to enhance market competitiveness and increase the proportion of long-term incentives in the pay mix. See the profiles starting on the next page for information about 2021 and 2022 compensation decisions for each named executive.

2021 compensation decisions

John McKenzie

Chief Executive Officer

John McKenzie is responsible for the overall leadership of TMX Group and the establishment of the long-term strategy to drive sustainable performance, consistent with the interests of all stakeholders, including shareholders, clients, and employees.

In 2021, John and his team delivered strong financial performance amid market volatility during the global COVID-19 pandemic. Overall revenue grew by 13% year over year, driven by growth in virtually all our businesses. Diluted EPS increased by 22%, which was largely driven by increased revenue.

Under John's leadership, TMX Group continued to accelerate its growth strategy during the year through commercial expansion initiatives, including:

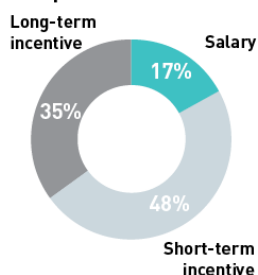
- enhancing the competitive position of TSX Trust through the acquisition of AST Canada, a leading provider of transfer agency, corporate trust and related services to Canadian public and private companies
- continuing the expansion of Trayport services and products through the acquisition of Tradesignal, a producer of rule-based trading and technical chart analysis software based in Germany; and expansion of the Joule platform in refined oil following the signing of an agreement with a leading global inter dealer broker
- globalizing our derivative markets through the launch of extended trading hours in Asia.

John and his team also continued to advance our TMX Group talent and culture initiatives and our long-term sustainability by:

- establishing a new purpose, mission, vision and values, supporting an increase in employee engagement scores
- enhancing the profile of TMX Group as an ESG leader through enhanced ESG products and services, including a strategic partnership with IHS Markit to develop an ESG reporting repository for issuers.

Total direct compensation

2021 actual compensation mix



	2020 actual ¹	target	2021 actual	2022 target
Salary	\$720,170	\$750,000	\$750,000	\$750,000
Short-term incentive	\$1,204,500	\$1,125,000	\$2,036,250	\$1,125,000
Long-term incentive				
• PSUs	\$224,100	\$600,000	\$600,000	\$750,000
• RSUs	\$918,075	\$450,000	\$450,000	\$450,000
• Options	\$168,075	\$450,000	\$450,000	\$300,000
Total	\$3,234,920	\$3,375,000	\$4,286,250	\$3,375,000
At risk		78%	83%	78%

¹ 2020 compensation reflects combination of CFO and CEO roles. It includes John's interim CEO monthly allowance and interim CEO bonus, and a one-time RSU award of \$750,000 in recognition of his interim CEO role.

2021 compensation

John's target total direct compensation remained the same in 2021 (salary of \$750,000, short-term incentive target of 150% of salary and long-term incentive target of 200% of salary).

His 2021 short-term incentive was paid at 181% of his target award (\$2,036,250) – see page 66. John choose to defer 50% of the award into DSUs – see page 75 for details. His long-term incentive was awarded at target (\$1,500,000) on February 18, 2021.

2022 compensation

John's target total direct compensation did not change. His 2022 long-term incentive was awarded at target (\$1,500,000) on February 16, 2022.

CEO compensation aligned with shareholder value

Our compensation program is designed to align CEO compensation with the experience of our shareholders. As a result, a significant portion of CEO compensation is designed to be at risk, including long-term incentives, which are structured to deliver compensation based on our share price performance and total shareholder returns over various performance cycles.

John McKenzie was appointed CEO on August 17, 2020, following his term as interim CEO from January 10, 2020 to August 16, 2020. The table below compares the total direct compensation for his two full years as CEO (including his interim role) to the actual value of that compensation as at December 31, 2021. It also compares what he has earned with what our shareholders have earned over the same time periods.

For comparison, both CEO total direct compensation and the value earned by shareholders have been indexed to \$100. Overall, TMX Group's shareholder return has increased over the period, while John's compensation value has decreased because his 2021 RSU and PSU awards were granted at \$128.04, which is higher than the 30-day weighted average trading price as at December 31, 2021 (\$126.96).

CEO total direct compensation

Change in value of \$100 investment during the year

Compensation year	CEO pay	Value as of December 31, 2021	Measurement period	CEO pay	Shareholders
2021	\$4,286,250	\$3,858,171	Jan 1, 2021 to Dec 31, 2021	\$90	\$103
2020	\$3,234,920	\$3,382,755	Jan 1, 2020 to Dec 31, 2021	\$105	\$119
Average	\$3,760,585	\$3,620,463		\$97	\$111

CEO pay includes the total direct compensation awarded each year (salary, short-term incentive award and long-term incentive grant value).

Value includes the realized and realizable value of total direct compensation in 2021, as of December 31, 2021.

Realized value includes:

- salary and short-term incentive award paid (which is a blend of CFO, interim CEO cash allowance/bonus and CEO pay for 2020)
- the value of the first and second tranches of his 2020 one-time RSU award, which vested on December 31, 2020 (paid January 2021), and on December 31, 2021 (paid January 2022). One tranche remains unvested.

Realizable value includes:

- the value of outstanding RSUs and PSUs that were awarded, calculated using \$126.96 (the weighted average trading price of a common share for the 30 trading days immediately preceding December 31, 2021), and assuming a performance factor of 100% for PSUs
- the in-the-money value of options outstanding, using \$128.25 (the closing price of a common share on December 31, 2021).

David Arnold

Chief Financial
Officer

David Arnold joined TMX Group as Chief Financial Officer on June 1, 2021. David is responsible for leading the company's finance function, including strategic financial planning and reporting, corporate development, investor relations, operational administration and expense management.

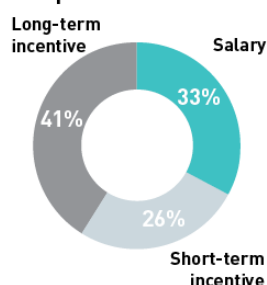
In 2021, David and his team supported the long-term growth of the organization by overseeing financial resources and integration expense management for two acquisitions, as well as leading treasury operations for the launch of our extended Asia hours program in September, 2021. David also executed on shareholder value initiatives, including an 8% annual dividend increase for the fourth quarter of 2021, and the continuation of our 2021 NCIB program.

David and his team also drove TMX Group's progress against our ESG objectives, including publishing TMX Group's inaugural TCFD Report and achieving a net neutral carbon footprint through the purchase of voluntary carbon offsets.

Operationally, David and his team continued to enhance the automation of financial reporting, improving forecasting reliability and setting the foundation for faster external financial reporting into 2022. David and team also worked effectively with stakeholders to manage our facilities and prepare TMX Group for our future work model.

Total direct compensation

2021 actual
compensation mix



	target	2021' actual	2022 target
Salary	\$233,333	\$233,333	\$400,000
Short-term incentive	\$185,600	\$185,600	\$320,000
Long-term incentive			
• PSUs	-	-	\$250,000
• RSUs	\$290,000	\$290,000	\$150,000
• Options	-	-	\$100,000
Total	\$708,933	\$708,933	\$1,220,000
One-time sign-on award ²	-	\$300,000	-
At risk	67%	67%	67%

¹ 2021 target and actual compensation are pro-rated to June 1, 2021.

² Granted as RSUs.

2021 compensation

David's compensation package includes a salary of \$400,000, a short-term incentive target of 80% of salary, and a long-term incentive target of 125% of salary.

In 2021, his salary was prorated to his start date, June 1, 2021. His short-term incentive (\$185,600) was calculated using his pro-rated salary and paid at target, as specified in his employment agreement – see page 66. David chose to defer 100% of the award into DSUs - see page 75 for details.

He also received the following awards as specified in his employment agreement:

- a long-term incentive award of \$290,000, which was calculated using his pro-rated salary, awarded at target and granted as RSUs
- a \$300,000 one-time sign-on award, also granted as RSUs.

The RSUs vest over three years: 40% on June 1, 2022, 30% on June 1, 2023 and 30% on June 1, 2024.

2022 compensation

David's target total direct compensation did not change. His 2022 long-term incentive was awarded above target (\$650,000, or 130% of target) on February 16, 2022, reflecting his strong performance and contributions.

Jay Rajarathinam

Chief Operating Officer

As Chief Operating Officer, Jay is responsible for oversight of TMX Group's data and analytics business, TMX Datalinx, as well as enterprise strategy, technology and operations for TMX Group. He is responsible for setting TMX Group's enterprise strategy in collaboration with our various business unit leaders, and for setting and executing the technology and operations strategy across TMX Group.

In 2021, Jay led the development of a new enterprise strategy and innovation function and revamped the enterprise strategy process into one that is based on Agile principles and anchored in TMX Group's refreshed vision and values.

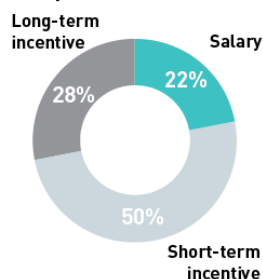
Jay and the TMX Datalinx team continued to grow TMX Group's data and analytics business, achieving 6% growth in subscribers and 4% growth in revenue, and launching new products including the S&P/TSX Composite Tilt ESG Index*, TMX Logically ETF analytics, and data center colocation expansion.

Jay and his team delivered a wide range of technology solutions across businesses, including the TMX LINX platform to digitize our capital formation business, Asia hours for derivatives trading and clearing, enhanced equity trading resiliency, market on close (MOC) modernization, dark acceleration, the ongoing AST Canada integration, multi-broker server for LPG in Trayport, and expansion of the co-location facility in Markham.

Jay and the operations team handled record volumes and volatility with no major incidents. The team made several enhancements to the TMX Group disaster recovery (DR) program, and delivered several security enhancements to protect TMX Group from the evolving threat landscape.

Total direct compensation

2021 actual compensation mix



	2020 actual	target	2021 actual	2022 target
Salary	\$430,000	\$530,000	\$530,000	\$530,000
Short-term incentive	\$723,000	\$662,500	\$1,199,125	\$662,500
Long-term incentive				
• PSUs	\$215,000	\$265,000	\$265,000	\$331,250
• RSUs	\$161,250	\$198,750	\$198,750	\$198,750
• Options	\$161,250	\$198,750	\$198,750	\$132,500
Total	\$1,690,500	\$1,855,000	\$2,391,625	\$1,855,000
Other payments ¹	\$394,236	-	-	-
At risk		71%	78%	71%

¹ Other payments in 2020 include additional discretionary pay to ensure Jay's total compensation remained competitive with the global market for senior executives in information and technology roles.

2021 compensation

In recognition of Jay's expanded role as Chief Operating Officer in early 2021, his salary increased to \$530,000. His incentive targets did not change (short-term incentive target of 125% of salary and long-term incentive target of 125% of salary). He is no longer eligible to receive a discretionary payment in consideration of the global market, because this was taken into consideration in setting his 2021 target compensation.

His 2021 short-term incentive was paid at 181% of his target award (\$1,199,125) – see page 66. His 2021 long-term incentive was awarded at target (\$662,500) on February 18, 2021.

2022 compensation

Jay's target total direct compensation did not change. His 2022 long-term incentive was awarded at target (\$662,500) on February 16, 2022.

* See page 4.

Luc Fortin

President and Chief Executive Officer, MX and Global Head of Trading

Luc Fortin is responsible for leading growth and new product development across all TMX Group markets, including derivatives, fixed income and equities trading, post-trade clearing operations and delivering a best-in-class experience to our global trading clients.

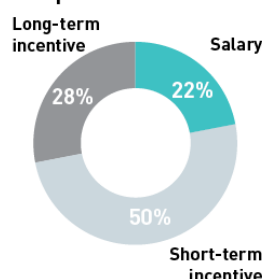
Despite another volatile year in the financial markets, Luc and his team continued to meet increasing client demand for Canadian products and saw substantial growth across most segments.

The derivatives trading and clearing business achieved key milestones and delivered new products to market, including: the re-launch of the Thirty-Year Government of Canada Bond futures (LGB), the creation of Dividend futures and the optimization of Government of Canada Bond options. The team continued to capitalize on the success of its Extended Hours project with the successful launch of Asia Hours, which allows customers to trade Canadian derivatives round-the-clock.

The team also continued to expand its presence in equities and fixed income trading and clearing. Luc and his team successfully delivered on a new Market on Close (MOC) Auction model to more closely align with global standards and enhanced functionalities on our dark trading product (DRK). Luc and his team continued to progress against milestones for the CDS Post-Trade Modernization project, with a target implementation in 2023.

Total direct compensation

2021 actual compensation mix



	2020 actual	target	2021 actual	2022 target
Salary	\$415,000	\$425,000	\$425,000	\$425,000
Short-term incentive	\$500,000	\$531,250	\$961,563	\$531,250
Long-term incentive				
• PSUs	\$199,200	\$212,500	\$212,500	\$265,625
• RSUs	\$149,400	\$159,375	\$159,375	\$159,375
• Options	\$149,400	\$159,375	\$159,375	\$106,250
Total	\$1,413,000	\$1,487,500	\$1,917,813	\$1,487,500
At risk		71%	78%	71%

2021 compensation

In recognition of Luc's expanded role in early 2021, his salary was increased from \$415,000 to \$425,000. His short-term incentive target was increased from 100% to 125% of salary, and his long-term incentive target was increased from 120% to 125% of salary.

His 2021 short-term incentive was paid at 181% of his target award (\$961,563) – see page 66. His 2021 long-term incentive was awarded at target (\$531,250) on February 18, 2021.

2022 compensation

Luc's target total direct compensation did not change. His 2022 long-term incentive was awarded at target (\$531,250) on February 16, 2022.

Cheryl Graden

Chief Legal and
Enterprise
Corporate Affairs
Officer and
Corporate
Secretary

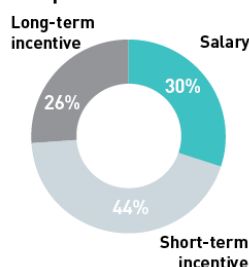
As Chief Legal and Enterprise Corporate Affairs Officer, Cheryl Graden is responsible for advising TMX on all legal, regulatory and corporate governance matters that arise out of its operations and business initiatives, as well as overseeing enterprise risk management, government relations and corporate communications.

In 2021, Cheryl and her team advised management and supported the business on many corporate development and merger and acquisition (M&A) initiatives including the closing of the transactions to acquire AST Canada and Tradesignal. Cheryl's team secured regulatory approvals for key TMX growth initiatives, including the launch of Asia Hours, and worked closely with regulators to continue to reduce the regulatory burden for TMX Group and its issuers. In addition, Cheryl and her team developed an enterprise-wide advocacy strategy to proactively advocate with government decision makers for a more effective and productive capital markets ecosystem which included a 2021 Election "Calls to Action" campaign and TMX Group's first virtual lobby day. Under Cheryl's leadership, the team also continued to expand the organization's public affairs program to address strategic opportunities through social media engagement and public affairs events.

Cheryl and her team continued to lead on progressive governance in 2021 by collaborating on TMX Group's first TCFD Report and working with the Institute of Corporate Directors to lead an initiative to update corporate governance guidance for directors in Canada. Throughout 2021, Cheryl's team remained heavily involved in leading the organization's pandemic response and continued to strengthen the organization's understanding of, and response to, current and emerging risks.

Total direct compensation

2021 actual
compensation mix



	2020 actual ¹	target	2021 actual	2022 target
Salary	\$340,000	\$375,000	\$375,000	\$385,000
Short-term incentive	\$380,000	\$300,000	\$543,000	\$308,000
Long-term incentive				
• PSUs	\$115,600	\$127,500	\$127,500	\$192,500
• RSUs	\$186,700	\$95,625	\$95,625	\$115,500
• Options	\$86,700	\$95,625	\$95,625	\$77,000
Total	\$1,109,000	\$993,750	\$1,236,750	\$1,078,000
At risk		62%	70%	64%

¹ 2020 actual compensation includes a one-time RSU award of \$100,000 in recognition of Cheryl's support on the CEO retirement.

2021 compensation

In recognition of Cheryl's expanded role in early 2021, her salary was increased from \$340,000 to \$375,000. Her incentive targets did not change (short-term incentive target of 80% of salary and long-term incentive target of 85% of salary).

Her 2021 short-term incentive was paid at 181% of her target award (\$543,000) – see page 66. Her 2021 long-term incentive was awarded at target (\$318,750) on February 18, 2021.

2022 compensation

Cheryl's salary was increased to \$385,000, and her long-term incentive target was increased to 100% of salary, to more closely align her 2022 compensation with competitive market data for similar roles. Her short-term incentive target (80%) did not change. Her 2022 long-term incentive was awarded at target (\$385,000) on February 16, 2022.

Share performance and executive pay

The graph below compares our total cumulative shareholder return over the past five years with the cumulative total return of the S&P/TSX Composite Index*. It assumes \$100 was invested in our common shares and in the index on December 31, 2016, and that dividends were reinvested during the five year period.

The graph also shows total direct compensation paid to the named executives in each year, also indexed to \$100 for comparison. This includes:

- salary paid
- short-term incentive paid
- grant value of long-term incentives awarded
- currency allowance paid to former CEO in 2017 and 2018
- interim CFO and interim CEO compensation paid in 2020, and interim CFO compensation paid in 2021.

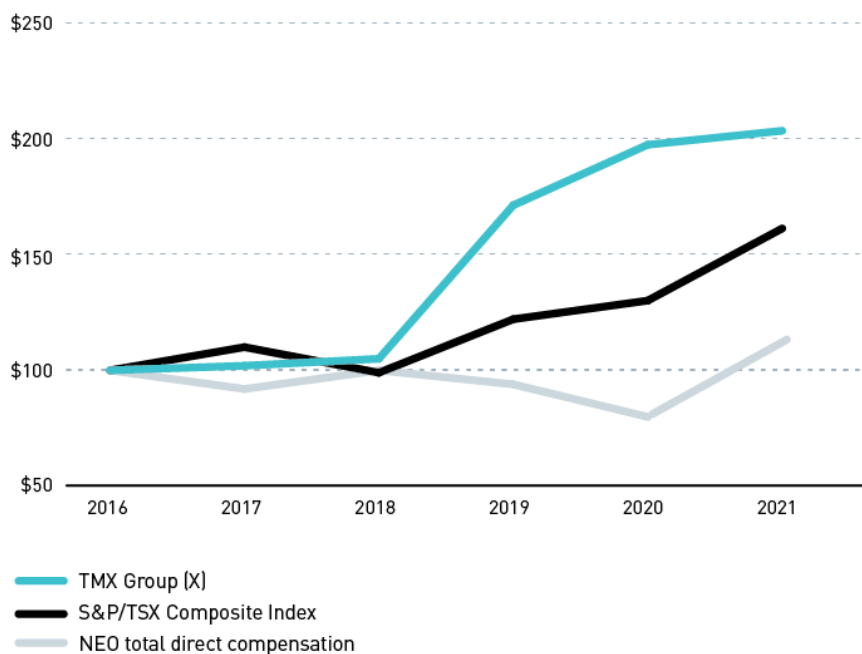
It does not include one-time sign-on awards, pensions or all other compensation as disclosed in the summary compensation table.

TMX Group's share price has outperformed the S&P/TSX Composite Index since 2018. At the same time, what our executives earn – which includes long-term incentive awards that are directly linked to our share price – is consistent with our performance.

The human resources committee and the board believe that the executive compensation program provides competitive pay, aligns executives' interests with those of our shareholders, reflects good governance practices, aligns with our risk profile and is easily understood.

Total shareholder return

(as of December 31)



as of December 31	2016	2017	2018	2019	2020	2021
TMX Group (X)	\$100	\$102	\$105	\$171	\$197	\$203
S&P/TSX Composite Index	\$100	\$110	\$99	\$122	\$130	\$161
Total direct compensation paid to the named executives	\$100	\$92	\$100	\$94	\$80	\$112

For comparability year over year, we include the active CEO, CFO and three most highly compensated named executives as of December 31 of each year. For 2021, we have included the interim CFO compensation.

* See page 4.

Linking pay to performance

Our short-term incentive plan is tied to measures that are directly linked to our financial performance and corporate strategy. Our scorecard in 2021 continued to be comprised of 100% financial goals, with two key measures that drive share price: income from operations and revenue (both recurring and transaction revenue). See page 66 for details.

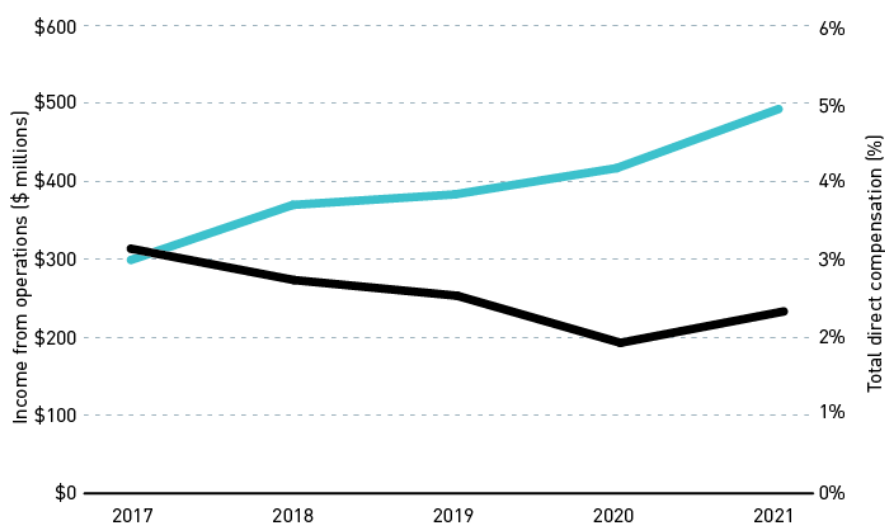
A large part of executive compensation is awarded as long-term incentives linked to our share price performance. The value of outstanding long-term incentive awards changes in direct proportion to the change in our total shareholder return. See page 69 for details.

To align their interests with those of our shareholders, the named executives have to own equity in TMX Group. The equity ownership requirement varies by level (see page 59).

To encourage business decisions that are in the long-term interests of TMX Group and its shareholders, the CEO is required to maintain his minimum equity ownership requirement for 12 months after retirement, resignation or termination without cause.

Pay for performance analysis

(as of December 31)



— Income from operations
— Total direct compensation as a percentage of income from operations

as of December 31	2017	2018	2019	2020	2021
Income from operations¹ (\$ millions)	\$298.8	\$369.0	\$382.4	\$415.9	\$491.2
Total direct compensation of the named executives ² (\$ millions)	\$9.3	\$10.0	\$9.4	\$8.0	\$11.2
Total direct compensation as a percentage of income from operations	3.1%	2.7%	2.5%	1.9%	2.3%

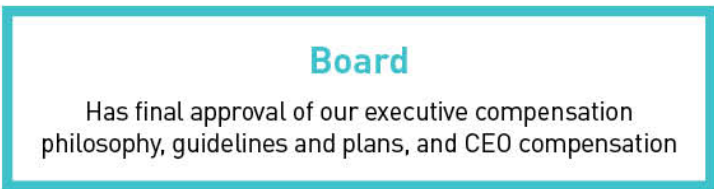
¹ 2017 includes acquisition costs of \$13.8 million.

² For comparability year over year, we include the active CEO, CFO and three most highly compensated named executives as of December 31 of each year. For 2021, we have included the interim CFO compensation.

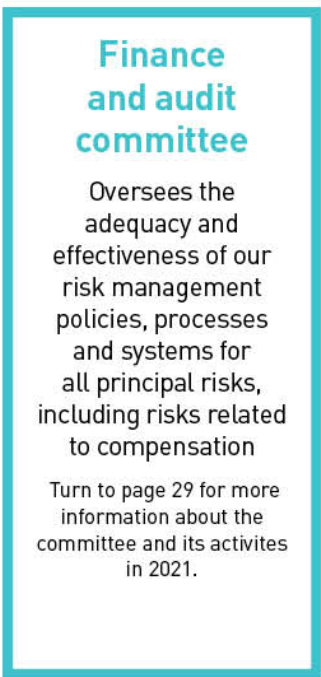
Compensation governance

The TMX Group board, the human resources committee and management are all involved in compensation design, decision-making, oversight and risk management.

Turn to page 19 for more information about the board, its responsibilities and priorities in 2021



The human resources committee is responsible for overseeing aspects of human resources at TMX Group. Turn to page 29 for more information about the committee and its activities in 2021



TMX Group management



Committee expertise

The human resources committee currently has five members. The average committee tenure is 5.6 years.

Members are required to have a good understanding of issues related to human resources and compensation. Most have experience in financial management and risk, and have worked as a senior executive at a major organization. Every member meets our requirements for independence (see page 33).

The table below lists the directors on the committee and their relevant experience. You can read more about them in their profiles starting on page 14. You will also find more information about their skills on page 32.

	Committee member since	Independent	Human resources experience in compensation, benefit and pension programs, legislation and agreements	Financial and risk experience in financial accounting and reporting, corporate finance, internal controls and risk management	Senior executive experience as a CEO or senior officer for a major organization
Eric Wetlaufer (chair)	2012	yes	yes	yes	yes
Nicolas Darveau- Garneau	2019	yes	yes	yes	yes
Marie Giguère	2018	yes	yes	yes	yes
Moe Kermani	2021	yes	no	no	yes
Charles Winograd	2012	yes	yes	yes	yes

Independent advice

The committee retains an independent advisor for advice about executive compensation, including compensation philosophy, governance, decision-making and risk, and for information about compensation trends.

In 2021, the committee retained WTW (formerly Willis Towers Watson) for the following services:

- advising the committee and management on relevant competitive market trends and executive compensation governance matters
- reviewing the design of the short-term and long-term incentive plans
- reviewing compensation levels and design for the CEO and named executives
- reviewing the committee charter
- reviewing the management information circular
- providing ongoing executive compensation consulting support as needed.

For non-executive compensation related fees, the chair of the committee pre-approves any services WTW provides to management and other committees of the board.

The table to the right shows the fees paid to WTW in the past two years. Non-executive compensation fees in 2021 include:

- consulting support on design, benchmarking and administration of incentive compensation for Sales/Product front-line roles, as well as analytical resources to support year-end compensation reporting. The advisor team for these engagements was different from the executive compensation advisor team.
- fees for insurance broker and placement services to TMX Group, using a different team from the advisor teams retained for the work described above.

	2020	2021
Executive compensation related fees	\$276,102	\$259,827
Non-executive compensation related fees	\$143,840	\$42,656
Insurance broker and placement services • provided to TMX Group management	\$103,333	\$95,000
Total	\$523,275	\$397,483

Consulting fees not including taxes.

Insurance broker and placement services are retained under an annual fixed fee contract. The table above includes the prorated fees for the percentage of the contract covered in the year.

The committee evaluates the independence of WTW and the executive compensation consulting team each year. In 2021, the committee concluded that the advisors are independent of TMX Group management, well qualified in human resources and compensation, and effectively represent the interests of shareholders when working with the committee and board. The committee considered the following in its evaluation.

- Members of the WTW executive compensation consulting team are not responsible for selling other WTW services to TMX Group and receive no incentive or other compensation based on the fees charged to TMX Group for other services provided by WTW or any of its affiliates.
- The WTW executive compensation consulting team is separate and distinct from the team that provides insurance broker and placement services to TMX Group management.
- The executive compensation consultants do not have a business or personal relationship with any of the committee members or senior management, and do not own any TMX Group shares other than possibly through mutual funds.
- WTW has strict protocols and processes to mitigate actual or potential conflicts of interests and all consultants are required to adhere to a code of conduct.

In November 2021, the committee also retained Southlea Group LP (Southlea). Southlea was engaged to provide an additional perspective on TMX Group's incentive plans, specifically related to the link between ESG and executive compensation. Non-executive compensation related fees for 2021 were \$40,000 (not including taxes).

Managing compensation risk

An acceptable level of risk is a necessary component of our business strategy. Identifying and effectively managing risk is integral to our business operations and financial performance.

The board is responsible for overseeing risk at TMX Group. It oversees the adequacy and effectiveness of our risk management framework and establishes our risk tolerance.

The finance and audit committee oversees our enterprise risk management approach, and the adequacy and effectiveness of our risk management policies, processes and systems for all principal risks, including risks related to executive compensation.

The human resources committee ensures compensation risk is properly identified, measured and managed within our risk tolerance. It does this in three ways:

1. Compensation governance

Senior executives have to own equity in TMX Group

The equity ownership requirement varies by level.

The CEO has to hold his equity after he leaves

The CEO has to maintain his equity ownership requirement for a year after leaving the company.

Executives are not allowed to hedge

Executives and directors are not allowed to:

- sell TMX Group securities short, or buy or sell call or put options for TMX Group shares
- buy any financial instrument (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in market value of TMX Group equity securities the executive or director has received as compensation or holds directly or indirectly.

Compensation can be clawed back

If we have to restate our financial statements because of intentional misconduct by the CEO or any member of the senior management team, and the restatement would have resulted in lower incentive awards, the executive has to repay incentive compensation received in the two years before the date of the restatement (after February 2014). This includes:

- all or part of his or her short-term incentive awards
- all of his or her vested and unvested long-term incentive awards.

Severance is reasonable

Severance arrangements are not excessive. Severance is limited to no more than two years of salary, benefits and short-term incentive awards at target.

2. Compensation design

Regular review of executive compensation

Program is designed considering prevailing market practices and industry trends, investor feedback and the competitive market for talent.

A significant amount of executive pay is at risk

Executives with more responsibility have a higher amount of pay that is variable and not guaranteed. We call this pay at risk.

Incentive plans are aligned with business strategy

The human resources committee makes sure the performance measures and targets used for the short-term incentive are aligned with the business plan approved by the board, and with our risk tolerance.

Incentive plans are aligned with shareholder experience

The value of all long-term incentives is directly linked to our share price over several time horizons.

Incentive awards are capped

Short-term incentive funding and individual awards have maximum payment caps as part of the design. The long-term incentive has a cap on the PSU performance multiplier.

3. Compensation decision-making

Formal decision-making process

The human resources committee uses a formal process to ensure compensation design is effective and compensation decisions are appropriate.

Regular review of business risks

Management regularly monitors performance and potential payouts to manage any inherent risks.

Scenario testing

Scenarios are modeled to understand potential payment outcomes.

Oversight of payouts

The human resources committee reviews total annual payouts under all incentive plans and provides oversight and governance of sales incentive plans, including reviewing the compensation of non-executive employees who earn more than \$1 million annually.

Use of discretion

The committee has the discretion to adjust the overall funding for our annual short-term incentive pool, long-term incentive pool and the compensation of individual executives when there are exceptional circumstances.

Equity ownership

To align their interests with those of our shareholders, members of the senior management team are required to own a minimum level of equity in TMX Group. The equity ownership requirement varies by level.

Prior to 2022, newly appointed executives covered under the policy had four years to meet their equity ownership requirement. This was changed to five years starting in early 2022. When an executive is promoted to a position that has a higher equity ownership requirement, due to either a change in the multiple of salary and/or a significant salary increase, more time is allowed to meet the new requirement, but the executive is still expected to meet the original requirement within the original timeframe. TMX Group shares, RSUs and DSUs qualify for meeting the requirement.

Executives who have not yet met their equity ownership requirement can convert some or all of their short-term incentive award into DSUs. See page 73 for more information. Once an executive meets the requirement, he or she does not have to make additional contributions to offset reductions in market value, but is expected to make additional contributions if his or her equity ownership level falls below the requirement because of an increase in salary.

To encourage business decisions that are in the long-term interest of TMX Group and its shareholders, the CEO is required to maintain the minimum salary equity ownership for one year after leaving the company. In early 2022, we increased the CEO equity ownership from 3x salary to 5x salary, with five years to meet the additional 2x equity ownership requirement.

The table below shows the equity holdings for the named executives.

We calculate ownership levels based on the following:

- Base salaries and equity holdings are as of December 31, 2021.
- The value of TMX Group shares is the higher of purchase price or \$127.04 (the weighted average trading price of our common shares for the five trading days immediately preceding December 31, 2021).
- The value of RSUs and DSUs is the higher of grant price or \$127.04 (the weighted average trading price of our common shares for the five trading days immediately preceding December 31, 2021).

	Required ownership as a multiple of salary	TMX Group shares	DSUs	RSUs	Total	Ownership at December 31, 2021 as a multiple of salary
John McKenzie ¹	3x	3,740	7,674	11,713	\$2,938,054	3.9x
David Arnold ²	2x	192	0	4,441	\$614,391	1.5x
Jay Rajarathinam	2x	1,717	1,715	5,084	\$1,081,873	2.0x
Luc Fortin	2x	3,011	0	4,444	\$956,509	2.3x
Cheryl Graden	2x	523	4,457	3,534	\$1,081,619	2.9x

¹ John McKenzie chose to defer 50% of his 2021 short-term incentive award into DSUs, but they do not appear in the table because they were awarded after December 31, 2021. The new CEO requirement will be 5x salary starting in 2022 - John was tracking above the new equity ownership requirement when the 2022 DSUs are included.

² David Arnold has until June 1, 2026 to meet his requirement. He chose to defer 100% of his 2021 short-term incentive award into DSUs, but they do not appear in the table because they were awarded after December 31, 2021.

Compensation design and decision-making

The human resources committee uses a five-step process each year to make sure executive compensation at TMX Group is aligned with our performance, is competitive, and motivates and rewards our executives.

The committee does not determine compensation using a formula. It considers internal guidelines, company and scorecard results, employment contract requirements, and external compensation data and advice, and uses business judgement and discretion to award compensation that aligns with our performance and promotes our long-term success.



1. Designing the program

At the beginning of the year, the committee reviews our compensation philosophy and our executive compensation program, in consultation with the independent consultant. It reviews changes brought forward by management and approves those it feels are appropriate, taking into consideration compensation risk, and recommends them to the board for approval. The committee did not make any material changes to the program for 2021.

The table below summarizes the compensation program approved for 2021. The program rewards executives over different time horizons: annual compensation, compensation paid over the mid and long-term, and benefits they receive over their full career with TMX Group.

Read more on page 65	Annual compensation		Why we use it
	Salary	Fixed annual salary, set based on level of responsibility, capabilities, knowledge, experience and sustained performance in the role	to attract and retain top performing executives
	Short-term incentive	Annual cash bonus that depends on corporate and individual performance compared to pre-approved goals	to motivate and reward executives for achieving or exceeding annual corporate and individual performance goals aligned with achieving our financial and strategic objectives
Read more on page 68	Long-term compensation		Why we use it
	Performance share units (PSUs)	PSUs vest 35 months after the grant based on three-year performance compared to a relevant index. They are paid in cash based on our share price	- to motivate and reward executives for creating shareholder value over the medium and long term - granted at the beginning of each year to recognize the executive's contribution to the growth, profitability and sustainability of the business and to motivate and retain talent - can also be granted when there are internal appointments, promotions, external hires at senior levels, or for retention and in other special circumstances
	Restricted share units (RSUs)	RSUs vest 35 months after the grant. They are paid in cash based on our share price	
	Options	Options vest 25% each year beginning on the first anniversary of the grant. We may also award performance-based options that have performance vesting conditions specific to each grant. Options expire after 10 years. Their value depends on our share price on the day they are exercised	
	Deferred share units (DSUs)	Executives can choose to receive their short-term incentive as DSUs instead of cash. We also grant DSUs as a long-term incentive award in certain circumstances. DSUs can only be redeemed after the executive leaves the company. They are paid in cash based on our share price at the time of redemption	

Read
more on
page 78

Benefits		Why we use it
Pension	Defined contribution plan CEO is transitioning from legacy defined benefit plan effective Jan 1, 2023.	• to be market competitive • to attract and retain qualified executives • to support the overall wellbeing of employees
Benefits	Group benefits plan that all employees participate in, including the named executives. Benefits depend on the local market, but can include: • extended health • dental • financial protection in the event of death, accident or disability • health and wellness spending accounts • other optional benefits	
Perquisites	Varies by level, but can include: • an annual cash allowance • paid parking • annual medical exam • home security services	

Compensation benchmarking

Because of the unique nature of TMX Group, there is not a specific sample of companies that exactly matches our industry, geography, size and scope. We collect several market references to benchmark the competitiveness of executive compensation. This review helps us to assess our compensation structure each year and make any adjustments to target pay levels for the upcoming year.

The most recent benchmarking review was completed in 2021, using the market samples below to benchmark compensation for the CEO and other named executives. We believe these market samples are appropriate because the companies in each group:

- compete with us for talent
- have similar executive positions we can use as a market reference.

Data sources, screening criteria and benchmark matches

	International stock exchanges	Canadian financial services & technology	Large Canadian financial institutions	Canadian general industry	U.S. financial services & technology
Source	Public filings ¹	Public filings ¹	WTW CDB ²	WTW CDB ²	WTW CDB ²
Screening criteria	• publicly traded • international stock exchanges • no size restrictions	• publicly traded • Canadian financial services & technology organizations • international stock exchanges with market capitalization less than \$40 billion	• large five Canadian banks and two global insurers	• publicly traded • cross-industry, excluding metals & mining, oil & gas, chemicals • revenues of \$300 million to \$5 billion	• publicly traded • U.S. financial services & technology organizations • revenues of \$300 million to \$5 billion

¹ Most recent public disclosure, including management information circulars or remuneration reports

² WTW's 2021 Executive Compensation Data Bank (WTW CDB)

	International stock exchanges	Financial services and technology	Large Canadian financial institutions	Canadian general industry	U.S. financial services & technology
Sample size and peer group companies	10 companies: • ASX Limited • CBOE Global Markets, Inc. • CME Group Inc. • Deutsche Börse Aktiengesellschaft • Euronext N.V. • Hong Kong Exchanges & Clearing Limited • Intercontinental Exchange Group, Inc. • London Stock Exchange Group plc. • Nasdaq, Inc. • Singapore Exchange Limited	17 companies: • ASX Limited • BlackBerry Limited • Canadian Western Bank • CBOE Global Markets, Inc. • CGI Inc. • Cogeco Communications • Deutsche Börse Aktiengesellschaft • The Descartes Systems Group Inc. • Enghouse Systems Limited • Euronext N.V. • E-L Financial Corporation Limited • Intact Financial Corporation • Laurentian Bank of Canada • Nasdaq, Inc. • Open Text Corporation • Shaw Communications Inc. • Singapore Exchange Limited	7 companies: • Bank of Montreal • The Bank of Nova Scotia • Canadian Imperial Bank of Commerce • Royal Bank of Canada • The Toronto-Dominion Bank • Manulife Financial • Sun Life Financial	29 companies Participating organizations in WTW's 2021 General Industry Executive Compensation Data Bank in Canada and the U.S. who meet the above screening criteria	70 companies
Benchmark matches					
John McKenzie	CEO	CEO	SEVP level	CEO	–
David Arnold	CFO	CFO	Blend of EVP & SVP levels	CFO	–
Jay Rajarathinam	COO / CIO / CTO (where disclosed)	COO / CIO / CTO (where disclosed)	Blend of EVP & SVP levels	COO / CIO / CTO	COO / CIO / CTO
Luc Fortin	Segment heads & business unit leaders (where disclosed)	Segment heads & business unit leaders (where disclosed)	Blend of EVP & SVP levels	Segment head roles	–
Cheryl Graden	Top legal (where disclosed)	Top legal (where disclosed)	SVP level	General counsel / top legal	--

2. Establishing the mix of components

We focus our executives on performance, emphasizing longer-term performance, by making sure the majority of their total direct compensation is variable and not guaranteed. Executives with more responsibility have a higher amount of variable pay. We call this pay at risk.

The table to the right shows the target total direct compensation mix for 2021 for each of the named executives. The actual mix depends on company and individual performance – see page 66 for this year's results.

	2021 pay at risk				
	Salary	Short-term incentive	Long-term incentive		
			PSUs	RSUs	Options
John McKenzie	22%	33%	18%	13%	13%
David Arnold ¹	33%	26%	0%	41%	0%
Jay Rajarathinam	29%	36%	14%	11%	11%
Luc Fortin	29%	36%	14%	11%	11%
Cheryl Graden	38%	30%	13%	10%	10%

¹ Does not include David's one-time sign-on award, which was granted as RSUs. See page 69.

3. Setting compensation and performance targets

At the beginning of each year, the human resources committee approves target compensation for the CEO for the upcoming year, as well as the CEO's compensation recommendations for his direct reports (including the named executives). This includes reviewing and approving any changes to salary, short and long-term incentive target awards, benefits and other perquisites.

As part of this process, the committee:

- reviews the CEO's performance objectives for the year and recommends them to the board for approval
- approves the annual performance objectives for the CEO's direct reports, based on the CEO's assessment of their individual performance and compensation
- reviews the measures, targets and weightings for the financial scorecard for the short-term incentive plan, ensuring they align with the annual business plan approved by the board
- reviews corporate non-financial measures and business unit performance goals that support the achievement of the short-term incentive plan targets.

The board reviews and approves:

- the CEO's performance objectives for the year
- any changes to the measures or weightings in the annual scorecard for the short-term incentive plan.

4. Reviewing progress

Throughout the year, the committee reviews our progress by:

- monitoring interim results against scorecard targets
- monitoring performance and results against objectives and the alignment with our risk framework
- reviewing potential payouts to manage risk
- approving compensation changes related to new senior management team appointments
- commissioning and reviewing competitive market research as required.

5. Awarding compensation

At the end of each year, the CEO:

- evaluates the performance of his direct reports (including the named executives) against their individual performance objectives, taking into consideration their contribution to scorecard results and the financial and non-financial performance of their line of business or functional area
- makes a compensation recommendation to the committee based on his assessment.

The human resources committee:

- approves the funding for the short-term incentive pool based on performance against the financial scorecard and its overall assessment of performance against non-financial measures tied to our strategy
- has discretion to adjust the pool funding up or down based on our non-financial performance, and if unexpected or exceptional circumstances arise
- approves the funding for long-term incentive awards
- assesses the CEO's overall performance and specific accomplishments against his objectives, considering financial and non-financial components
- recommends the CEO's total compensation to the board for approval, including his short-term incentive award, grants of long-term incentives and any adjustments to salary or other compensation elements
- reviews the performance assessments and compensation recommendations prepared by the CEO for his direct reports, including the other named executives, and approves their total compensation.

The board:

- considers the committee's evaluation and compensation recommendations for the CEO
- approves the CEO's total compensation for the year, with independent advice from the committee's independent advisor. The CEO does not participate in these discussions.

2021 compensation review

This section explains our compensation program in more detail, and the compensation decisions for 2021. You will find a consolidated discussion for each named executive starting on page 47.

Salary

The table below shows the salary changes made in 2021:

- Jay, Luc and Cheryl's salaries were increased to recognized the expansion of their mandates in in early 2021 (see page 44 for information).
- David received \$233,333 in salary in 2021 (prorated to his start date of June 1, 2021).

	2020 (ending salary)	2021 (ending salary)	change
John McKenzie	\$750,000	\$750,000	-
David Arnold	-	\$400,000	-
Jay Rajarathinam	\$430,000	\$530,000	23.3%
Luc Fortin	\$415,000	\$425,000	2.4%
Cheryl Graden	\$340,000	\$375,000	10.3%

Short-term incentive plan

Each named executive's incentive target is set as a percentage of salary based on his or her role. Performance objectives for each executive are approved at the beginning of the year, and aligned with achieving our financial and strategic objectives.

TMX Group scorecard

Short-term incentives for all named executives are based on funding calculated using a performance scorecard, which is based entirely on TMX Group's corporate financial performance. The committee approves the design of the performance scorecard at the beginning of each year, and sets threshold, target and maximum performance goals tied to achieving our financial goals, in line with our corporate strategy. It reviews the interim results at regular intervals throughout the year. If performance falls below threshold for one of the approved measures, the funding generated for that measure can be zero.

At the end of the year, the committee assesses our financial results prepared in accordance with generally accepted accounting principles (GAAP) against the pre-defined targets. The committee also evaluates any adjustments to financial results proposed by management that it believes are exceptions or not a reflection of core business performance. The chair of the finance and audit committee, and the committee's independent advisor, WTW, also review these adjustments (and their impact on proposed incentive funding).

In assessing the reasonability of proposed adjustments, the committee considers a range of factors, including whether the adjustment better reflects core business performance, year-over-year consistency in adjustments applied, and impact on overall incentive funding.

The committee also undertakes a holistic assessment of how the organization performed against strategic non-financial objectives. Although these objectives are not included in the scorecard calculation, they are key drivers of our financial performance, and connect to the strategic priorities established during the business planning process and that are approved by the board. The committee can use its discretion to adjust short-term incentive funding up or down based on our non-financial performance, and if there are unexpected or exceptional circumstances.

Individual performance

The committee assesses each executive's individual performance based on several factors, including:

- overall contribution to corporate financial and non-financial performance
- the executive's business or functional unit performance
- the executive's individual performance on other key priorities as determined at the beginning of the year.

The committee does not use a formula to calculate the final award, and there are no weights aligned with these factors. Once the incentive funding has been determined, individual awards are allocated based on an assessment of the executive's achievement of his or her personal objectives, considering business/functional unit financial and non-financial measures and results against the objectives that were set at the beginning of the year. We take a holistic approach, within the context of the overall funding generated by the scorecard. The CEO, the committee and the board use discretion in determining final individual awards.

2021 TMX Group scorecard results

The 2021 scorecard included two key financial measures that support shareholder value creation: income from operations (weighted 70%) and revenue (weighted 30%). In 2021, the revenue growth measure was divided equally between recurring revenue and transaction-based revenue (defined below), to reflect the different volatilities of the two revenue streams, and to mitigate the impact of market conditions (both positive and negative) on short-term incentive funding. We define the two forms of revenue as follows:

- recurring revenue: includes substantially all of Global Solutions, Insights and Analytics, as well as sustaining fees, custody fees, transfer agency fees, and other access/subscription based revenue
- transaction-based revenue: all other revenue (mainly equities, fixed income and derivative trading and clearing fees, settlement & depository fees, and initial and additional listing fees).

The table below shows the threshold, target and maximum performance goals that were approved at the beginning of the year, our results and the calculated score.

TMX Group continued to deliver strong financial results in 2021, exceeding targets across all performance measures. The committee approved the calculated score of 181% (see below). No discretion was applied.

	Threshold 50	Target 100	Maximum 200	Approved 2021 adjusted results for scorecard ¹	Score	x	Weighting	=	Weighted score	Calculated score
Income from operations¹ 70%	379.3 (85% of target)	446.2	513.1 (115% of target)	500.7	182%	x	70%	=	128%	
Recurring Revenue¹ 15%	439.9 (95% of target)	463.1	486.3 (105% of target)	476.1	156%	x	15%	=	23%	181%
Transaction Revenue¹ 15%	393.2 (90% of target)	436.9	480.6 (110% of target)	488.9	200%	x	15%	=	30%	

¹ The 2021 results we used in the short-term incentive scorecard are different from what appears on page 42 and in our 2021 annual financial statements. For scorecard purposes, the committee approved the adjustments described on the next page. This resulted in a \$9.5 million increase in income from operations and a \$15.7 million reduction in revenue (\$7.6M in recurring revenue and \$8.1 in transaction revenue) for scorecard purposes.

As part of its annual review, the committee assessed our financial results prepared in accordance with GAAP against the pre-defined targets, and approved some adjustments to revenue and income from operations for 2021 to reflect transaction activities that occurred during the year. The table below shows the adjustments that management recommended and the committee approved, and the impact they had on the scorecard funding.

	Revenue (\$M)	Expenses (\$M)	Income from operations (\$M)	Overall score impact (%)
2021 reported results	\$980.7	\$489.5	\$491.2	176.1%
<i>Adjustments:</i>				
2021 AST Canada/Tradesignal operating results	(\$15.7)	(\$17.0)	\$1.2	-2.7%
2021 AST Canada /Tradesignal transaction/ integration expenses		(\$8.3)	\$8.3	7.6%
2021 adjusted results for scorecard	\$965.0	\$464.2	\$500.7	181.0%

These adjustments are consistent with adjustments made to scorecard results in previous years. For example, in 2020 we excluded costs related to the AST Canada transaction, and in 2019 we excluded costs related to our acquisition of Visotech.

2021 awards

The table below shows the short-term incentive award paid to each named executive for 2021, compared to target and 2020 (TMX Group's 2020 scorecard funding was above target at 132.5%).

The committee approved payments for the named executives that ranged between 100% and 181% of target. Please turn to page 47 for a review of each named executive's individual performance in 2021.

	Salary	x	Incentive target as a percentage of salary	=	Incentive target	2021 short-term incentive award min: \$0 max: 2x target	Compared to target	Compared to 2020
John McKenzie	\$750,000	x	150%	=	\$1,125,000	\$2,036,250	+81%	+69%
David Arnold ¹	\$233,333		80%		\$185,600	\$185,600	at target	n/a
Jay Rajarathinam	\$530,000	x	125%	=	\$662,500	\$1,199,125	+81%	+66%
Luc Fortin	\$425,000	x	125%	=	\$531,250	\$961,563	+81%	+92%
Cheryl Graden	\$375,000	x	80%	=	\$300,000	\$543,000	+81%	+43%

¹ David Arnold's short-term incentive was calculated using his pro-rated salary and paid at target.

New for 2022

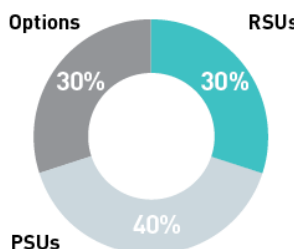
Individual performance objectives for the CEO and members of the senior executive team will include individual and team goals relating to corporate and commercial ESG priorities. This approach allows ESG objectives to be tailored to each role and business unit or corporate function, with goals cascaded down through the organization. Focus will be placed on both TMX Group's corporate actions (talent & culture, diversity and inclusion, sustainable business practices) and our commercial actions, including the products and services we provide to our clients, and the support we provide clients to help them with their own ESG strategies. At the end of the year, the committee and the CEO will review performance against ESG objectives, along with other pre-defined individual objectives, to determine the short-term incentive awards for each senior executive.

Long-term incentive plan

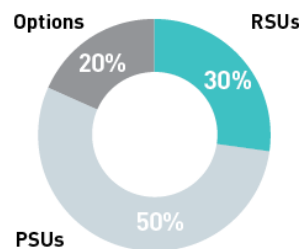
The long-term incentive is granted in the form of PSUs, RSUs and options, as shown in the graph to the right.

The long-term incentive pay mix did not change in 2021: awards were allocated 40% to performance share units, 30% to restricted share units and 30% to options. In response to a growing shareholder preference for tying a greater portion of long-term incentives to performance, and in line with TMX Group's pay for performance philosophy, the committee adjusted the 2022 long-term incentive mix to increase the weighting of PSUs to 50% from 40%, reducing the weighting of options to 20%. RSUs continue to be weighted at 30%.

2021 Long-term incentive target allocation



2022 Long-term incentive target allocation



About PSUs, RSUs and options

The human resources committee can, with the required regulatory approval or shareholder approval, amend, suspend or terminate the PSU, RSU and share option plans at any time, in whole or in part.

	Performance share units	Restricted share units	Options
Who participates	Mainly directors or above, but the CEO can also select employees below the level of director to participate.		
How we calculate the number of units or options awarded	We divide the dollar amount awarded as PSUs and RSUs by the weighted average trading price of our common shares on TSX for the five trading days immediately before the grant date		We divide the dollar amount awarded as options by a Black-Scholes value to calculate the number of options awarded (see page 75 for details)
Dividend equivalents	Dividend equivalent units are earned and reinvested over the vesting period		Options do not qualify for dividend equivalents
Transferability	Can only be transferred or assigned if the employee dies		
Vesting	Vest 35 months after the grant date based on three-year performance. The number of units that vest is calculated by multiplying the units awarded (plus the units granted as dividend equivalents) by a performance multiplier that is determined by our three-year total shareholder return compared to a relevant index (see page 69)	Vest 35 months after the grant date	Time-based options vest 25% each year for four years starting on the first anniversary of the grant date
Payout	The final payout is in cash. We calculate it by multiplying the units that vest (plus the units granted as dividend equivalents) by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date	The final payout is in cash. We calculate it by multiplying the units awarded (plus the units granted as dividend equivalents) by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date	Executives can buy TMX Group common shares with their vested options (called exercising the options) An option's exercise price is normally the weighted average trading price of our common shares on TSX for the five trading days immediately before the grant date The value of the option is the difference between its exercise price (set at the time of the grant), and the price of a TMX Group share at the time of exercise. An option with an exercise price that is higher than the price of a TMX Group common share has no value (known as underwater or out of the money options) Options that are not exercised expire at the end of 10 years (excluding earlier expiry dates linked to termination) If an option's expiry date falls within a blackout period or outside a trading window (as defined in the share option plan), the expiry date will normally be extended to 10 business days after the end of the blackout period or into the next trading window

2021 awards

The table below shows the long-term incentives granted to each named executive for 2021.

For all named executives except David Arnold, the awards were granted on February 18, 2021. We calculated the number of PSUs and RSUs granted to each named executive by dividing the dollar amount awarded by \$128.04 (the weighted average trading price of our common shares on TSX for the five trading days before the grant date of February 18, 2021). We used a Black-Scholes value of \$14.54 to calculate the number of options awarded to each named executive – see page 75 for details.

David Arnold received the following awards on June 1, 2021:

- a long-term incentive award of \$290,000, which was calculated using his pro-rated salary, awarded at target and granted as RSUs
- a \$300,000 one-time sign-on award, also granted as RSUs.

We calculated the number of RSUs granted to David Arnold by dividing the dollar amounts of his awards by \$134.42 (the weighted average trading price of our common shares on TSX for the five trading days before the grant date of June 1, 2021). His RSUs vest 40% on the first anniversary of the grant, 30% on the second anniversary and 30% on the third anniversary.

	Salary	x	Long-term Incentive target as a percentage of salary	=	Incentive target	2021 long-term incentive award	Form of award		
							PSUs 40%	RSUs 30%	Options 30%
John McKenzie	\$750,000	x	200%	=	\$1,500,000	\$1,500,000	\$600,000	\$450,000	\$450,000
David Arnold	\$233,333	x	125%	=	\$290,000 ¹	\$290,000	-	\$290,000	-
						One-time sign-on award:		\$300,000	-
Jay Rajarathinam	\$530,000	x	125%	=	\$662,500	\$662,500	\$265,000	\$198,750	\$198,750
Luc Fortin	\$425,000	x	125%	=	\$531,250	\$531,250	\$212,500	\$159,375	\$159,375
Cheryl Graden	\$375,000	x	85%	=	\$318,750	\$318,750	\$127,500	\$95,625	\$95,625

¹ David Arnold's long-term incentive was calculated using his pro-rated salary and awarded at target. His incentive target was rounded.

PSU performance conditions

Grant date: February 18, 2021

Vesting date: December 31, 2023

Performance period: January 1, 2021 to December 31, 2023

Multiplier range: 0 to 200% of PSUs

PSU performance measure

The performance multiplier will be based on the TMX Group three-year total shareholder return (expressed as a compound annual growth rate over the performance period) compared to the threshold, target and maximum total return of the S&P/TSX Composite Index* (compound annual growth rate), assuming reinvested dividends, as described in the table below.

Threshold 0	Target 100	Maximum 200
15 percentage points below the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period	Match the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period	15 percentage points above the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period

* See page 4.

If performance falls between threshold and maximum, we will calculate the performance multiplier using a straight line interpolation. If the TMX Group total shareholder return is higher than the S&P/TSX Composite Index* but negative over the performance period, the performance multiplier will be capped at 100%.

We believe the S&P/TSX Composite Index* is a reasonable benchmark because it reflects the performance of the broad Canadian equities market. TMX Group is one of the companies included in the Index.

Payout of PSUs awarded for 2019

Grant date: February 25, 2019

Grant price: \$83.93

Vesting date: December 31, 2021

Performance period: January 1, 2019 to December 31, 2021

The table below shows the payout value of the PSUs granted on February 25, 2019 that vested on December 31, 2021. See below for details about how we calculated the payout.

	2019 grant value of PSUs	Number of PSUs granted	+	Number of PSUs received as dividend equivalents	x	PSU performance multiplier see below	x	Price of TMX Group shares on TSX for the 30 trading days immediately before vesting	=	Payout		Payout as a percentage of grant value
John McKenzie	\$224,100	2,670	+	195	x	138.7%	x	\$126.96	=	\$504,510		225%
Jay Rajarathinam	\$215,000	2,562	+	187	x	138.7%	x	\$126.96	=	\$484,103		225%
Luc Fortin	\$192,000	2,288	+	167	x	138.7%	x	\$126.96	=	\$432,329		225%
Cheryl Graden	\$115,600	1,377	+	101	x	138.7%	x	\$126.96	=	\$260,191		225%

How we calculated the payout

We calculated the payout at the end of the performance period in two steps:

- we calculated how many units vested by multiplying the units awarded (plus the units earned as dividend equivalents) by the performance multiplier
- we multiplied the number of vested units by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date.

Threshold	Target	Maximum
0	100	200
15 percentage points below the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period	Total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period: 16.1%	15 percentage points or more above the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period

How we calculated the performance multiplier

The performance multiplier was 138.7%, based on the TMX Group three-year total shareholder return from January 1, 2019 to December 31, 2021 (expressed as a compound annual growth rate over the performance period), compared to the total return of the S&P/TSX Composite Index* (compound annual growth rate) during the same period, assuming reinvested dividends.

TMX Group three-year total shareholder return (compound annual growth rate):

21.9%

This is 5.8 percentage points above the target, which resulted in a performance multiplier of

138.7%

* See page 4.

Payout of RSUs awarded for 2019

The table below shows the payout value of the RSUs granted on February 25, 2019 that vested on December 31, 2021. The payout value of RSUs is based on the number of units granted (plus the units earned as dividend equivalents), multiplied by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date.

	2019 grant value of RSUs	Number of RSUs granted	+	Number of RSUs received as dividend equivalents	x	Price of TMX Group shares on TSX for the 30 trading days immediately before vesting	=	Payout	Payout as a percentage of grant value
John McKenzie ¹	\$168,075	2,003	+	146	x	\$126.96	=	\$272,875	162%
Jay Rajarathinam	\$161,250	1,921	+	140	x	\$126.96	=	\$261,703	162%
Luc Fortin	\$144,000	1,716	+	125	x	\$126.96	=	\$233,776	162%
Cheryl Graden	\$86,700	1,033	+	75	x	\$126.96	=	\$140,729	162%

¹ See page 77 for the 2020 one-time RSU payouts for John McKenzie that are not included in the table above.

Options exercised in 2021

The table below shows the options the named executives exercised in 2021. The gain is the difference between the option's exercise price and the actual market price of a TMX Group share on the TSX at the time of exercise.

	Grant date	Number of options	Exercise price	Gain
Luc Fortin ¹	23-Feb-2017	1,500	\$72.23	\$95,340
Cheryl Graden	23-Feb-2016	3,742	\$40.14	\$346,191
	23-Feb-2017	5,799	\$72.23	\$349,001
	22-Feb-2018	8,766	\$76.28	\$496,228

¹ Luc Fortin bought and held share options in 2021 to increase his equity ownership level.

More information about the share option plan

- The human resources committee administers the share option plan on behalf of the board, to comply with TSX requirements and all laws that apply.
- The committee determines the vesting schedule and term of options.
- We do not provide financial assistance for participants to exercise their options.
- See *Termination and change of control provisions* on page 80 for information about what happens to vested and unvested options when a named executive stops working for TMX Group.

Securities authorized for issue under the plan

As of December 31, 2021	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Remaining contractual life	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders (TMX Group share option plan)	1,133,983	\$89.71	5.46 years	2,266,850

2021 activity

- 210,162 options granted
- 54,438 options cancelled
- 227,615 options exercised and shares issued

Plan limits

- Maximum number of TMX Group shares that can be issued under the share option plan: 3,947,180 (equivalent to approximately 7% of total shares outstanding as at December 31, 2021).
- Maximum number of TMX Group shares issued to any one participant: 5% of total shares outstanding.
- Maximum number of TMX Group shares issued to insiders as a whole within any one year period: 10% of total shares outstanding.
- Maximum number of TMX Group shares issuable to insiders as a whole: 10% of total shares outstanding.

	2020		2021	
Plan status as of December 31	#	% of shares outstanding	#	% of shares outstanding
Shares issued on exercise of options	2,602,320	4.6%	2,829,935	5.1%
Options granted and outstanding	1,205,874	2.1%	1,133,983	2.0%
Options available for future grants	2,422,574	4.3%	2,266,850	4.1%
Total	6,230,768	11.1%	6,230,768	11.1%

Burn rate, overhang and dilution

as of December 31	2017	2018	2019	2020	2021
Burn rate Total options granted during the year, as a percentage of the weighted average of TMX Group shares outstanding	1.1%	0.7%	0.7%	0.4%	0.4%
Overhang Outstanding options plus the options available to grant, as a percentage of total TMX Group shares outstanding	5.6%	4.9%	4.0%	6.4%	6.1%
Dilution Outstanding options, as a percentage of total TMX Group shares outstanding	3.4%	3.1%	2.9%	2.1%	2.0%

Making changes to the plan

The board requires shareholder approval to make any of the following changes to the plan:

- increase the number of TMX Group shares reserved for issuance under the share option plan or to remove or exceed any insider participation limit under the plan
- reduce the exercise price of an option (including cancelling and then reissuing an option at a reduced exercise price to the same participant)
- expand the category of people who qualify to participate in the plan (except as already allowed by the plan)
- extend the term of an option granted beyond its original expiry date (except as already allowed by the plan)
- allow the issuance of deferred or restricted share units or any other provision that results in participants receiving TMX Group shares when no cash consideration is received by TMX Group
- allow options granted under the share option plan to be transferable or assignable (except when a participant dies, which is already allowed by the plan)
- amend, modify or delete any of the amendment provisions described in our share option plan

The board or the human resources committee can make the following changes without shareholder approval as long as it receives all necessary regulatory reviews and/or approvals:

- terminate the plan
- change the vesting provisions of outstanding options
- add or change any form of financial assistance provisions to the plan
- make necessary adjustments to the issuable shares or the exercise of outstanding options when there is a share split, share dividend, combination or exchange of shares, merger, consolidation or spin-off, other distribution of TMX Group assets to shareholders (other than normal cash dividends) or any other alteration of the share capital affecting TMX Group shares
- make changes necessary to comply with laws or regulatory requirements
- other administrative changes.

TMX Group executive DSU plan

All executives can choose to convert all or part of their short-term incentive award into DSUs. DSUs can be redeemed for cash only when the executive retires or leaves the company.

Executives can convert up to an amount equal to two times annual salary, plus equity ownership requirements for members of the senior management team (turn to page 59 for information about equity ownership requirements).

We calculate the number of DSUs awarded by dividing the dollar amount the executive is deferring by the weighted average trading price of our common shares on TSX for the five trading days immediately before the deferral date. DSUs earn dividend equivalents that are credited as additional units at the same rate as dividends paid on TMX Group common shares.

When DSUs are redeemed, we calculate the payout by multiplying the units awarded (plus the units earned as dividend equivalents) by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the redemption date (five trading days for DSUs granted before 2010).

The human resources committee can amend, suspend or terminate the DSU plan at any time, in whole or in part, with regulatory or shareholder approval as required.

Plan changes in 2021

We made administrative changes to our executive DSU Plan in September 2021, to:

- remove any uncertainty about the interpretation of eligible employee (as defined in the plan) and clarify bonus plan definitions to extend eligibility across the organization
- ensure that plan participants will never receive an amount pursuant to the plans that is less than required by applicable employment standards legislation
- confirm that if we amend or terminate the DSU Plan in the future, this will not constitute a constructive dismissal of any participants from their employment.

Compensation details

Summary compensation table

The table below shows the total compensation awarded to the named executives for the last three years ending December 31.

		Salary (\$)	Share- based awards (\$)	Option- based awards (\$)	Non-equity incentive plan compensation - Annual incentive plan (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
John McKenzie Chief Executive Officer	2021	750,000	1,050,000	450,000	2,036,250	520,172	6,306	4,812,728
	2020	540,625	1,142,175	168,075	1,204,500	1,252,635	184,945	4,492,955
	2019	415,000	392,175	168,075	290,500	364,196	4,258	1,634,204
David Arnold Chief Financial Officer	2021	233,333	590,000	0	185,600	35,000	3,262	1,047,195
Frank Di Liso Interim Chief Financial Officer Vice President Corporate Finance and Administration	2021	243,333	69,300	29,700	214,800	24,333	155,161	736,627
	2020	220,000	99,300	29,700	143,000	22,000	49,248	563,248
	2019	213,750	59,850	25,650	66,000	21,375	3,334	389,959
Jay Rajarathinam Chief Operating Officer	2021	530,000	463,750	198,750	1,199,125	79,500	48,397	2,519,522
	2020	430,000	376,250	161,250	723,000	64,500	417,998	2,172,998
	2019	430,000	376,250	161,250	376,250	64,500	346,248	1,754,498
Luc Fortin President and Chief Executive Officer, MX and Global Head of Trading	2021	425,000	371,875	159,375	961,563	63,750	12,245	1,993,808
	2020	415,000	348,600	149,400	500,000	62,250	11,443	1,486,693
	2019	400,000	336,000	144,000	280,000	60,000	10,106	1,230,106
Cheryl Graden Chief Legal and Enterprise Corporate Affairs Officer and Corporate Secretary	2021	375,000	223,125	95,625	543,000	56,250	5,864	1,298,864
	2020	340,000	302,300	86,700	380,000	51,000	4,780	1,164,780
	2019	340,000	202,300	86,700	190,400	51,000	3,883	874,283

Salary

Salaries have been pro-rated where applicable.

- John McKenzie's salary was increased from \$415,000 to \$750,000 upon his appointment to CEO in 2020. His allowance for his time as interim CEO (\$179,545) in 2020 is included in all other compensation.
- David Arnold was appointed CFO on June 1, 2021 at a salary of \$400,000.
- Frank Di Liso's salary increased on June 1, 2021 to \$260,000. His allowance for his time as interim CFO in 2020 (\$45,000) and in 2021 (\$50,000), is included in all other compensation.

Share-based awards

Includes PSUs and RSUs. We calculated the number of units awarded by dividing the dollar amount by the weighted average trading price of our common shares on TSX for the five trading days immediately before the date of the award.

- John McKenzie's 2020 amount includes his \$392,175 RSU/PSU award, plus a one-time RSU award of \$750,000 in recognition of his appointment to interim CEO.
- David Arnold's 2021 amount includes two RSU awards effective June 1, 2021, as specified in his employment agreement: a long-term incentive award of \$290,000 and a one-time sign-on award of \$300,000 (see page 69). The RSUs vest 40% on the first anniversary of the grant date, 30% on the second anniversary and 30% on the third anniversary.
- Frank Di Liso's 2020 amount includes his \$69,300 RSU/PSU award, plus a one-time RSU award of \$30,000 in recognition of his increased responsibilities during John's tenure as interim CEO.
- Cheryl Graden's 2020 amount includes her \$202,300 RSU/PSU award, plus a one-time RSU award of \$100,000 in recognition of her support with the CEO retirement.

	Award	Grant date	Grant price
2021	PSUs & RSUs	February 18	\$128.04
	RSUs (CFO)	June 1	\$134.42
2020	PSUs & RSUs	February 20	\$117.51
2019	PSUs & RSUs	February 25	\$83.93

Option-based awards

We calculated the grant date fair value of the awards using the data in the table to the right.

	Award	Grant date	Exercise price	Accounting fair value
2021	Options	February 18	\$128.04	\$14.54
2020	Options	February 20	\$117.51	\$10.32
2019	Options	February 25	\$83.93	\$8.42

Calculating the fair value of options

We used a Black-Scholes methodology to calculate the fair value of options, using the following assumptions (the same assumptions we used for accounting purposes):

	Grant date	Expected life (years)	Expected volatility	Risk-free interest rate	Expected dividend yield
2021	February 18	2 to 5	19.4 to 19.5%	0.55 to 1.2%	2.2%
2020	February 20	2 to 5	13.9 to 14.5%	1.67 to 1.72%	2.2%
2019	February 25	2 to 5	16.5 to 17.4%	2.16 to 2.21%	3.0%

Annual incentive plan

- John McKenzie chose to defer 50% of his 2021 short-term incentive award into DSUs. His 2020 amount includes bonus paid in recognition of his time as interim CEO.
- David Arnold's short-term incentive award was calculated using his pro-rated salary and paid at target, as specified in his employment agreement. He chose to defer 100% of the award into DSUs.
- Frank Di Liso's 2021 and 2020 amounts also include bonus paid in recognition of his time as interim CFO. Frank chose to defer 50% of his 2019 short-term incentive award into DSUs.
- Jay Rajarathinam chose to defer 50% of his 2019 short-term incentive award into DSUs.

Pension value

The compensatory change for each named executive. See the pension tables starting on page 78.

- John McKenzie participates in the non-contributory defined benefit component of our registered pension plan. The increase in pension value in 2020 is the result of his salary increase upon appointment to CEO. On December 31, 2020, changes were made to John's participation in the TMX Group registered pension plan to provide for a transition from the defined benefit portion to the defined contribution portion of the plan (see page 79 for details).

All other compensation

Includes:

- premiums for term life insurance, AD&D and other amounts maintained for the benefit of the named executives
- employer contributions to the Employee Share Purchase Plan.

John McKenzie also received the following:

- 2020: a \$179,545 allowance for his time as interim CEO (this was based on \$25,000 per month for the time in role from January 10 – August 16, 2020).

Frank Di Liso also received the following:

- 2021: a \$50,000 allowance for his time as interim CFO (\$10,000 per month for his time in the role (January 1 to May 31, 2021)). At the end of his interim assignment, he also received a bonus of \$100,000 in recognition of his contributions as interim CFO.
- 2020: a \$45,000 allowance for his time as interim CFO (\$10,000 per month for his time in the role (August 17 to December 31, 2020)).

Jay Rajarathinam also received the following:

- 2021: \$41,538 for tax advice
- 2020: an additional payment of \$394,236 was approved by the board to ensure his total compensation was competitive with a global market for talent and \$15,342 for tax advice.
- 2019: an additional payment of \$320,000 was approved by the board to ensure his total compensation was competitive with a global market for talent, and \$19,472 for tax advice.

Incentive plan awards

The table below shows outstanding long-term incentive awards as of December 31, 2021. See page 59 for more information and a list of all outstanding DSUs.

Option-based awards

The value of unexercised in-the-money options is the difference between the option's exercise price and \$128.25 (the closing price of a TMX Group share on December 31, 2021).

Share-based awards

We calculate the market or payout value of share-based awards that have not vested, or have vested but are not paid out or distributed, by multiplying the number of units by \$126.96 (the weighted average trading price of a common share for the 30 trading days immediately preceding December 31, 2021). PSUs assume performance below threshold and a payout of \$0. For any share-based award where we know what the payment is (for example, awards that vested and were paid in early 2022), we have included the actual payments known.

Share-based awards do not include DSUs executives receive when they choose to defer a short-term incentive award.

Option-based awards

	Grant date	Number of securities underlying unexercised options	Share option exercise price	Share option expiration date	Value of unexercised in-the-money options
John McKenzie	Feb 12, 2015	9,920	\$47.12	Feb 11, 2025	\$804,810
	Feb 23, 2016	9,987	\$40.14	Feb 22, 2026	\$879,955
	Feb 23, 2017	13,994	\$72.23	Feb 22, 2027	\$783,944
	Feb 22, 2018	16,012	\$76.28	Feb 21, 2028	\$832,144
	Feb 25, 2019	19,958	\$83.93	Feb 24, 2029	\$884,539
	Feb 20, 2020	16,286	\$117.51	Feb 19, 2030	\$174,912
	Feb 18, 2021	30,949	\$128.04	Feb 17, 2031	\$6,499
David Arnold					
Frank Di Liso	Feb 22, 2018	1,509	\$76.28	Feb 21, 2028	\$78,423
	Feb 25, 2019	3,047	\$83.93	Feb 24, 2029	\$135,043
	Feb 20, 2020	2,878	\$117.51	Feb 19, 2030	\$30,910
	Feb 18, 2021	2,043	\$128.04	Feb 17, 2031	\$429
Jay Rajarathinam	Feb 23, 2017	7,278	\$72.23	Feb 22, 2027	\$407,714
	Feb 22, 2018	13,840	\$76.28	Feb 21, 2028	\$719,265
	Feb 25, 2019	19,150	\$83.93	Feb 24, 2029	\$848,728
	Feb 20, 2020	15,625	\$117.51	Feb 19, 2030	\$167,813
	Feb 18, 2021	13,669	\$128.04	Feb 17, 2031	\$2,870
Luc Fortin	Feb 23, 2017	1,764	\$72.23	Feb 22, 2027	\$98,819
	Feb 22, 2018	7,778	\$76.28	Feb 21, 2028	\$404,223
	Feb 25, 2019	12,822	\$83.93	Feb 24, 2029	\$568,271
	Feb 20, 2020	14,477	\$117.51	Feb 19, 2030	\$155,483
	Feb 18, 2021	10,961	\$128.04	Feb 17, 2031	\$2,302

Share-based awards

	Grant date	Type of award	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
	July 11, 2016	DSUs	1,401		\$177,917
	Feb 25, 2019 ¹	RSUs	2,149		\$272,875
		PSUs	2,865		\$504,510
	Feb 20, 2020	RSUs	1,495	\$189,842	
		PSUs	1,994	-	
	Feb 20, 2020 ¹	RSUs	2,202		\$279,585
		RSUs	2,269	\$288,082	
	Feb 18, 2021	RSUs	3,597	\$456,646	
		PSUs	4,795	-	
	June 1, 2021 ³	RSUs	2,182	\$277,067	
		RSUs	2,258	\$286,700	
	Feb 25, 2019 ¹	RSUs	328		\$41,687
		PSUs	437		\$76,905
	Feb 20, 2020 ¹	RSUs	531	\$67,440	
		PSUs	352	-	
	Feb 18, 2021	RSUs	237	\$30,140	
		PSUs	316	-	
	Feb 25, 2019 ¹	RSUs	2,061		\$261,703
		PSUs	2,749		\$484,103
	Feb 20, 2020	RSUs	1,435	\$182,142	
		PSUs	1,914	-	
	Feb 18, 2021	RSUs	1,588	\$201,626	
		PSUs	2,118	-	
	Feb 25, 2019 ¹	RSUs	1,841		\$233,776
		PSUs	2,455		\$432,329
	Feb 20, 2020	RSUs	1,329	\$168,734	
		PSUs	1,772	-	
	Feb 18, 2021	RSUs	1,274	\$161,742	
		PSUs	1,699	-	

Option-based awards

	Grant date	Number of securities underlying unexercised options	Share option exercise price	Share option expiration date	Value of unexercised in-the-money options
Cheryl Graden	Feb 23, 2016	1	\$40.14	Feb 22, 2026	\$88
	Feb 22, 2018	2,922	\$76.28	Feb 21, 2028	\$151,856
	Feb 25, 2019	10,300	\$83.93	Feb 24, 2029	\$456,496
	Feb 20, 2020	8,401	\$117.51	Feb 19, 2030	\$90,227
	Feb 18, 2021	6,577	\$128.04	Feb 17, 2031	\$1,381

Share-based awards

Grant date	Type of award	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Feb 25, 2019 ¹	RSUs	1,108		\$140,729
	PSUs	1,478		\$260,191
Feb 20, 2020 ¹	RSUs	1,662	\$210,950	
	PSUs	1,029	-	
Feb 18, 2021	RSUs	764	\$97,045	
	PSUs	1,019	-	

¹ Share-based awards that vested December 31, 2021

RSUs and PSUs awarded on February 25, 2019 vested on December 31, 2021, and were paid February 25, 2022. To provide complete disclosure, we show the actual amounts paid. These were redeemed at \$126.96 which was the weighted average trading price of our common shares for the 30 trading days immediately preceding the vesting date, and a 138.7% performance multiplier for the PSUs.

² Interim CEO RSU award

In recognition of his appointment to interim CEO, an RSU award of \$750,000 was granted to John McKenzie on February 20, 2020. The award vests equally over three years. The first tranche vested on December 31, 2020 and was paid in January 2021 (\$272,497 calculated using \$126.62, the weighted average trading price of our common shares for the 30 trading days immediately preceding December 31, 2020), and the second tranche vested on December 31, 2021 and was paid in January 2022 (\$279,585 calculated using the weighted average trading price of our common shares for the 30 days immediately preceding December 31, 2021).

³ CFO RSU awards

David Arnold's RSUs were granted on June 1, 2021. These include \$290,000 in RSUs as a long-term incentive, calculated using his pro-rated salary and awarded at target. He also received a one-time sign-on award of \$300,000 in RSUs. The RSUs vest 40% on the first anniversary of the grant date, 30% on the second anniversary and the final 30% on the third anniversary.

⁴ Additional RSU awards

In 2020, Frank Di Liso and Cheryl Graden received one-time RSU awards in addition to their annual LTIP award (Frank Di Liso \$30,000 and Cheryl Graden \$100,000), with the same terms and conditions as their annual RSU award.

Incentive plan awards – value vested or earned in 2021

The table below includes:

- option-based awards: the gain the named executives would have received if they had exercised all options that vested in 2021 on the day the options vested
- share-based awards:
 - for all named executives, includes the value of RSUs and PSUs that were granted on February 25, 2019 and vested on December 31, 2021.
 - for John McKenzie, includes the value of his 2019 RSUs and PSUs (\$777,385) plus the second tranche of his interim CEO RSUs that were awarded on February 20, 2020 and vested on December 31, 2021 (\$279,585)
- non-equity awards: the short-term incentive award for 2021, paid on February 25, 2022.

	Long-term incentive plan (see page 68)		Short-term incentive plan (see page 65)
	Option-based-awards — value vested during the year	Share-based-awards — value vested during the year	Non-equity incentive plan compensation — value earned during the year
John McKenzie	\$600,780	\$1,056,970	\$2,036,250
David Arnold	–	–	\$185,600
Frank Di Liso	\$136,457	\$118,592	\$214,800
Jay Rajarathinam	\$599,701	\$745,806	\$1,199,125
Luc Fortin	\$552,203	\$666,105	\$961,563
Cheryl Graden	\$408,742	\$400,920	\$543,000

Retirement benefits

We offer retirement benefits to the named executives through the TMX Group registered pension plan. The pension plan has both *defined benefit* and *defined contribution* components.

Defined contribution

- non-contributory defined contribution component of the TMX Group registered pension plan
- records kept by Sun Life
- named executives who participate: David Arnold, Frank Di Liso, Jay Rajarathinam, Luc Fortin, and Cheryl Graden

We contribute 15% of each named executive's salary to the plan every year (10% for Frank Di Liso).

The defined contribution plan is governed by pension legislation that limits annual contributions. We automatically credit any contributions that exceed this limit to a non-registered savings plan on an after-tax basis.

The table below shows the amounts accumulated in the defined contribution component of the TMX Group registered pension plan and the non-registered savings plan, at the start and the end of the year. The compensatory change is the amount TMX Group contributed for each executive in 2021.

	Accumulated value at start of year (January 1, 2021)	Compensatory change	Accumulated value at year end (December 31, 2021)
David Arnold	-	\$35,000	\$33,339
Frank Di Liso	\$383,795	\$24,333	\$461,870
Jay Rajarathinam	\$297,673	\$79,500	\$422,337
Luc Fortin	\$300,450	\$63,750	\$400,596
Cheryl Graden	\$709,524	\$56,250	\$840,712

Defined benefit

- non-contributory defined benefit component of the TMX Group registered pension plan
- closed to new participants in 2009
- named executives who participate: John McKenzie

The Income Tax Act (Canada) limits the benefits that can be paid by defined benefit pension plans. We maintain a supplementary plan to top up the benefits earned under the defined benefit plan. The supplementary plan is funded through a retirement compensation arrangement.

Our defined benefit component and supplementary plan provide an annual pension benefit. The total annual benefit is capped at 100% of the executive's final salary, calculated as follows:

Years of credited service x 2% x the average of the best three consecutive years of pensionable earnings.
Pensionable earnings = salary plus short-term incentive, capped at 50% of salary, commencing in 2006.

Normal retirement age is 65, but executives can choose to retire:

- before 65 if they are at least 60 or when their age plus service equals 85. They will receive a full pension.
- on or after the first day of the month after their 55th birthday. Their pension will be reduced by 0.25% for each month that retirement is before they turn 60 (or when their age plus service equals 85).

The annual pension is payable for life. If the executive dies, his or her spouse will receive 60% of the annual pension for life. Otherwise, pension payments are guaranteed for 120 months. In addition, executives are guaranteed the greater of:

- the commuted value of their accrued pension benefit
- 10% of their pensionable earnings accumulated each year with interest.

Defined benefit obligation

The table below shows the total estimated annual benefits payable to John McKenzie under the defined benefit and supplementary retirement plans, and the present value of our accrued obligation:

	Number of years credited service	Annual benefits payable ¹		Opening present value of defined benefit obligation January 1, 2021	Compensatory change	Non-compensatory change	Closing present value of defined benefit obligation December 31, 2021
		at year end	at age 65				
John McKenzie	21.3	\$364,080	\$381,147	\$6,624,422	\$520,172	[\$966,383]	\$6,178,211

¹ Annual benefits payable based on final average earnings at December 31, 2021 and service projected to December 31, 2022, when future benefit accrual will cease as of that date (excluding any reduction for early retirement).

Opening present value is the value of the projected pension earned for service up to December 31, 2020, calculated using the actuarial methods and assumptions disclosed in note 25 of our 2021 annual financial statements.

Compensatory change is the value of the projected pension earned for service in 2021, calculated using the actuarial methods and assumptions disclosed in note 25 of our 2021 annual financial statements, plus gains or losses related to changes in compensation levels or actuarial assumptions.

Non-compensatory change includes interest accrued on the opening present value, plus gains and losses not related to changes in compensation levels or actuarial assumptions.

Closing present value is the projected pension earned for service up to December 31, 2021, calculated using the actuarial methods and assumptions disclosed in our 2021 financial statements. It represents the actuarial present value of our total obligation to John at December 31, 2021.

Changes to John McKenzie's defined benefit

On December 31, 2020, changes were made to John McKenzie's participation in the TMX Group registered pension plan to provide for a transition from the defined benefit portion to the defined contribution portion of the plan. Effective December 31, 2022, he will no longer accrue future pension benefits under the defined benefit component of the TMX Group registered pension and the supplementary plan. In addition, the average of the best three consecutive years of pensionable earnings used to determine the total annual benefit of the executive will be frozen as at December 31, 2022. Effective January 1, 2023, he will participate in the defined contribution component of the TMX Group registered pension plan and the non-registered savings plan for any contributions exceeding the limits as per pension legislation.

Termination and change of control provisions

What our named executives are entitled to if they stop working with TMX Group

What the executive is entitled to

	If he or she:			If his or her employment is terminated:	
	resigns voluntarily	retires ¹	dies	without cause	with cause
Salary	Stops on the date of resignation	Stops on the date of retirement	Stops on the date of death	As required by law or according to employment agreements (see below)	Stops on the termination date
Short-term incentive	Forfeited	Pro-rated based on time worked during the fiscal year	Pro-rated based on time worked during the fiscal year	Paid out at target or based on a historical average, or according to employment agreements (see below)	Forfeited
Performance share units	Forfeited	Continue to vest according to the vesting schedule	PSUs vest in full as of the date of death and are paid out with a performance factor of 100%	Vesting is pro-rated to the date of termination assuming a performance factor of 100%, or according to employment agreements (see below) If a participant is 55, on the date of termination, PSUs are treated under the retirement provisions of the plan	Forfeited
Restricted share units	Forfeited	Continue to vest according to the vesting schedule	RSUs vest in full as of the date of death and are paid out	Vesting is pro-rated to the date of termination, or according to employment agreements (see below) If a participant is 55, on the date of termination, RSUs are treated under the retirement provisions of the plan	Forfeited
Share options	Unvested options are forfeited Vested options must be exercised within 30 days of the date of resignation	Unvested options vest according to the original schedule Vested options must be exercised within the later of 36 months of the retirement date or 90 days from the day the last option vests Options granted before September 18, 2015: - Unvested options are forfeited on the date of retirement - Vested options must be exercised within 36 months of the date of retirement	Unvested options vest immediately. Vested options must be exercised within 12 months of the date of death	Unvested options are forfeited, or according to employment agreements (see below) Vested options must be exercised within 90 days of the date of termination If a participant is 55, on the date of termination, options are treated under the retirement provisions of the plan	All vested and unvested options are forfeited
Deferred share units	Canadian employees must file a notice of redemption by December 15 of the year after the year of resignation or retirement We redeem all DSUs owned by U.S. employees on the date of resignation or retirement		We redeem all DSUs within 90 days of the date of death (for Canadian employees) or 30 days (for U.S. employees)	Canadian employees must file a notice of redemption by December 15 of the year after the year employment is terminated We redeem all DSUs owned by U.S. employees on the termination date, or according to employment agreement	
Benefits and perquisites	Benefits and perquisites end on the date of resignation	Retirement benefits continue if applicable. All other benefits and perquisites end on the retirement date	Dependent survivors retain their benefits coverage for two years. Perquisites end on the date of death	Benefits and perquisites continue for the executive's severance period (see below)	Benefits and perquisites end on the date of termination

¹ Retired executives who start working again are required to contact us to find out whether they lose their rights to unvested PSUs, RSUs, and options granted after September 18, 2015.

Employment agreements

We have employment agreements with our named executives covering key compensation and other employment terms, including:

- salary, short-term and long-term incentives
- participation in our pension plan, benefits and perquisites programs
- obligation to own TMX Group equity (see page 59)
- post-employment ownership requirements for the CEO
- 24-month non-competition and non-solicitation for the CEO
- 12-month non-competition and non-solicitation requirements for other named executives
- sign-on awards and relocation support, where applicable.

The employment agreements for John McKenzie, David Arnold, Jay Rajarathinam and Luc Fortin also provide for specified entitlements if their employment is terminated without cause (see below).

We do not have change of control agreements with our named executives. A change of control on its own would not trigger any specific compensation. If the executive's employment is terminated after a change of control, the information in this section will apply.

Termination without cause

	Severance period	Entitlements
John McKenzie	24 month severance period	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the commencement of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.
David Arnold	Depends on the timing of termination: • during the first 12 months of employment, severance period is 12 months • after 12 months, an additional month of severance per year of service, to a maximum of 18 months (pro-rated for a partial final year)	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. Long-term incentive: One-time on-hire RSUs (\$300,000 grant value) that are not vested prior to the termination date, will immediately vest and be paid. If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the acceptance of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.
Jay Rajarathinam	Depends on the timing of termination: • between 24 and 60 months, severance period is 14 months (no longer applies) • between 60 and 96 months, severance period is 18 months • after 96 months, severance period is calculated on a sliding scale to a maximum of 24 months (after reaching 18 years of service)	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. Also qualifies for relocation support. If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the acceptance of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.

Luc Fortin	Depends on the timing of termination: - between 24 and 60 months, severance period is 14 months (no longer applies) - between 60 and 96 months, severance period is 16 months - after 96 months, severance is as required by law	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. If he secures equivalent alternate full-time employment after a termination without cause: - severance payments, pension and benefits stop on the effective date of the acceptance of new employment - he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.
-------------------	---	--

What we would pay the named executives if they had stopped working with TMX Group on December 31, 2021

The table below includes the amounts triggered by each termination event – it does not include the value of options and DSUs that were considered vested at December 31, 2021.

We calculated the value of PSUs, RSUs and options using \$126.96, the weighted average trading price of a common share for the 30 trading days immediately preceding December 31, 2021 (or the actual amounts of RSU/PSU awards that vested December 31, 2021).

These amounts are estimates. What we would actually pay depends on several things, including our share price at the time the executive stopped working, and the executive's age and years of service.

		What the executive would have received If he or she had			If his or her employment had been terminated	
		resigned voluntarily	retired	died ¹	without cause ²	with cause
John McKenzie³	Cash	-	not eligible	-	\$4,935,000	-
	PSUs, RSUs and options	-	-	\$3,601,173	\$1,872,248	-
	Pension	-	-	-	\$412,000	-
	Benefits	-	-	-	\$17,960	-
	Total	-	-	\$3,601,173	\$7,237,208	-
David Arnold⁴	Cash	-	not eligible	-	\$1,061,600	-
	PSUs, RSUs and options	-	-	\$563,767	\$391,764	-
	Pension	-	-	-	\$60,000	-
	Benefits	-	-	-	\$8,980	-
	Total	-	-	\$563,767	\$1,522,344	-
Jay Rajarathinam⁵	Cash	-	not eligible	-	\$2,483,650	-
	PSUs, RSUs and options	-	-	\$2,397,984	\$1,173,035	-
	Pension	-	-	-	\$119,250	-
	Benefits	-	-	-	\$130,758	-
	Total	-	-	\$2,397,984	\$3,906,694	-
Luc Fortin	Cash	-	not eligible	-	\$1,835,050	-
	PSUs, RSUs and options	-	-	\$2,104,783	\$1,043,470	-
	Pension	-	-	-	\$85,000	-
	Benefits	-	-	-	\$11,973	-
	Total	-	-	\$2,104,783	\$2,975,493	-
Cheryl Graden	Cash	-	not eligible	-	as required by law	-
	PSUs, RSUs and options	-	-	\$1,398,178	\$696,555	-
	Pension	-	-	-	-	-
	Benefits	-	-	-	-	-
	Total	-	-	\$1,398,178	as required by law	-

¹ Standard acceleration of vesting under long-term incentive plans if an employee dies.

² No acceleration of long-term incentives if a named executive is terminated without cause, and our standard plan provisions would apply.

³ The pension value shown for John McKenzie represents the present value as at December 31, 2021 of the incremental annual pension benefit he would have been entitled to if his employment had been terminated without cause as at December 31, 2021. The value reflects one additional year of service in the defined benefit component of the TMX Group registered pension plan and the supplementary plan. The incremental annual pension benefit is \$17,000 payable at his earliest retirement age of 55 (excluding any reduction for early retirement). The value shown has been determined using the same actuarial assumptions as the December 31, 2021 year-end as disclosed in the TMX financial statements, with the exception that the pension benefit is assumed to commence at age 55, subject to reduction in pension for early commencement. The defined contribution value is based on an employer contribution rate of 15% of the executive's 2021 base salary.

⁴ David Arnold's one-time sign-on RSUs that have not vested prior to termination date would vest immediately and be paid.

⁵ Jay Rajarathinam's benefits also include international benefits and tax support.

⁶ Frank Di Liso was not in the interim CFO position at December 31, 2021. He did not have specified entitlements in the event of termination without cause and would receive payments as required by law and PSU, RSU and option treatment further to our LTIP plan requirements. In the event of death these entitlements were estimated at \$438,119 and for termination without cause \$214,399.

Other information

Insurance and indemnification

We have indemnification agreements and liability insurance to protect directors, officers and some employees and others who act on our behalf:

- The indemnification agreements indemnify them from and against liability and costs if there is an action or suit against them related to the carrying out of their duties, with certain limitations as set out by law.
- Our liability insurance policy includes \$60 million for any loss (including defence costs), subject to a deductible of \$500,000 for each loss. We paid a premium of \$238,425 in 2021. The policy is renewable on May 1, 2022.

Loans to directors and officers

We had no loans outstanding to any directors or officers at any time in 2021, or on December 31, 2021.

TMX Group Limited (the “Corporation”) Board Charter

1. General

The primary responsibility of the Board of Directors of the Corporation (the “Board”) is to provide governance and stewardship to the Corporation.

All terms used herein and not otherwise defined shall have the meaning given in the Ontario Securities Commission’s amended and restated recognition order recognizing each of the Corporation, TSX Inc. and Alpha Exchange Inc. as an exchange dated February 8, 2019, as amended from time to time and Decision of the Autorité des marchés financiers recognizing each of the Corporation, TMX Group Inc. and Bourse de Montréal Inc. as an exchange, and the Bourse de Montréal Inc. as a self-regulatory organization, dated May 2, 2012 as amended from time to time.

The Board will appoint a competent executive management team to run the day-to-day operations of the Corporation and will oversee and supervise the management of the business of the Corporation by that team, including overseeing the management of the regulatory and public interest responsibilities of the Corporation.

The Board will oversee the Corporation’s systems of (i) corporate governance; and (ii) internal controls over financial reporting, to ensure that the Corporation reports adequate and fair financial information to shareholders and engages in ethical and legal corporate conduct.

The Board will carry out its mandate directly and through the following committees of the Board (and such other committees as it appoints from time to time): the Finance and Audit Committee, the Human Resources Committee, the Governance and Regulatory Oversight Committee, the Public Venture Market Committee and the Derivatives Committee.

2. Appointment and Supervision of Management

The Board will:

- Appoint the Chief Executive Officer (“CEO”) and other senior officers comprising the executive officers, and provide them with advice and counsel.
- Monitor the performance of the CEO against a set of mutually agreed corporate objectives directed at maximizing shareholder value and approve CEO compensation.
- Establish a process to adequately provide for management succession.
- Establish boundaries between the Board and management responsibilities and establish limits of authority delegated to management.
- Satisfy itself, to the extent feasible, as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the Corporation.
- Review and consider for approval all material amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy.

3. Strategic Planning

The Board will:

- Maintain a strategic planning process and review and approve annually a corporate strategic plan and vision which takes into account, among other things, the opportunities and risks of the business on a long-term and short-term basis, including the impact of environmental, social and governance factors.
- Ensure the strategic and operational plans are consistent with the corporate vision.
- Supervise the implementation and effectiveness of the Corporation's strategic and operational plans taking into consideration its risk appetite statement.
- Monitor the Corporation's performance against both short-term and long-term strategic plans, operational plans and annual performance objectives.

4. Risk Management

The Board will:

- Confirm that the Corporation has adequate risk management policies, processes and systems in place to identify and manage its key risks impacting strategic objectives, including environmental, social and governance risks.
- Confirm that management processes are in place to address and comply with applicable regulatory, corporate, securities and other compliance matters.
- Review and approve annually the Corporation's enterprise risk management policy and its risk appetite statement.
- Confirm that processes are in place to comply with the Corporation's by-laws, Codes of Conduct, all recognition orders and exemption orders issued in respect of the Corporation by applicable securities regulatory authorities, and all other significant policies and procedures.

5. Financial Reporting and Management

The Board will:

- Approve the Corporation's financial statements, and all related management's discussion and analysis and press releases, and review and oversee the Corporation's compliance with applicable audit, accounting and financial reporting requirements.
- Approve annual operating and capital budgets.
- Confirm the integrity of the Corporation's system of internal controls, which include internal control over financial reporting and disclosure controls and procedures (as such terms are defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings).
- Review operating and financial performance results relative to established strategy, budgets and objectives.
- Review and assess the adequacy of the Finance and Audit Committee Charter on an annual basis.

6. Public Interest Responsibilities

- The Board will confirm that management has a system in place to conduct the business and operations of the Corporation in a manner that is consistent with the public interest.

7. Shareholder Communication

The Board will:

- Confirm that management has established a system for effective corporate communications including processes for consistent, transparent, regular and timely public disclosure.
- Approve the adoption of a disclosure policy relating to, among other matters, the confidentiality of the Corporation's business information.
- Report annually to shareholders on the Board's stewardship for the previous year.
- Determine appropriate criteria against which to evaluate corporate performance against shareholder expectations and confirm that the Corporation has a system in place to receive feedback from shareholders.

8. Corporate Governance

The Board will:

- Establish an appropriate system of corporate governance including practices to permit the Board to function independently of management and non-independent directors.
- Establish committees and approve their respective charters and the limits of authority delegated to each committee.

- As required, establish a CEO Search Committee, or instruct the Governance and Regulatory Oversight Committee or the Human Resources Committee, to recommend to the Board for approval a candidate for appointment as CEO.
- Determine Board member qualifications and reflect them in the Director Qualification Policy.
- Establish appropriate processes for the regular evaluation of the effectiveness of the Board, its chair, all the committees of the Board and their respective chairs, and all the members of the Board and its committees.
- Review on an annual basis whether any two or more Board members sit on the board of another corporation (other than any of the Corporation's subsidiaries) and whether the composition of the Board needs to be changed to eliminate these interlocks.
- Approve the nomination of directors.
- Review the adequacy and form of directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.
- Ensure that each director attends a minimum of 75% of Board and committee meetings (unless there are exceptional circumstances), keeping in mind the principle that the Board believes that all directors should attend all meetings of the Board and each committee on which he or she sits, and review in advance all the applicable materials for such meetings.

9. Codes of Conduct

The Board will:

- Adopt a Board Code of Conduct and an Employee Code of Conduct (collectively, the "Codes of Conduct") and monitor compliance with those codes.
- Approve any waivers and ensure disclosure of any waivers of the Codes of Conduct in the Corporation's annual report or management information circular.

10. The Chair of the Board

The Chair of the Board is selected by the Board on an annual basis from the Directors elected by the shareholders. He/she provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the CEO to ensure that the organization fulfills its responsibilities to stakeholders including shareholders, employees, customers, governments and the public. The Chair of the Board will be a director other than the CEO and must be independent.

The Chair of the Board will:

- Provide effective leadership so that the Board can function independently of management by ensuring that the Board meets regularly without management and non-independent directors, and that the Board may engage outside advisors as required subject to any approvals determined by the Board.
- Establish procedures to govern the Board's work including:
 - together with the corporate secretary, scheduling meetings of the Board and its committees;
 - chairing all meetings of the Board;
 - encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making;
 - developing the agenda for Board meetings with input from other Board members and management;
 - together with the corporate secretary, ensuring proper and timely information is delivered to the Board;
 - ensuring that the Board has appropriate administrative support; and
 - addressing complaints, questions and concerns regarding Board matters.
- Ensure the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies.
- Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members.
- Act as a liaison between the Board and management.
- Serve as advisor to the CEO and other senior officers.
- Together with the Board's Governance and Regulatory Oversight Committee, establish appropriate committee structures, including the assignment of Board members and the appointment of committee chairs.
- Ensure that adequate orientation and ongoing training programs are in place for Board members.
- Together with the Board's Governance and Regulatory Oversight Committee, establish performance criteria for the Board and for individual Board members and co-ordinate the evaluation of performance and

reporting against these criteria.

- Work with the Board or appropriate Board committee to establish performance criteria for the CEO and to facilitate the evaluation of the CEO's performance.
- Work with the Board's Human Resources Committee to establish and manage a succession program for the CEO's position.
- Oversee matters relating to shareholder relations and chair meetings of the shareholders.
- Work with the CEO to represent the Corporation to external stakeholders including shareholders, the investment community, governments and communities.

The Chair of the Board's performance will be measured against the following key metrics:

- The effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board.
- The extent to which the Corporation carries out its responsibilities to shareholders, employees, customers, governments, and the public.
- The quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.

11. The Chief Executive Officer

The CEO is accountable to the Board for achieving corporate goals and objectives within specified limitations and in accordance with the CEO's performance objectives determined annually by the Board.

The CEO will:

- Provide worldwide vision and leadership for the Corporation.
- Develop and recommend corporate strategies, and business and financial plans for the approval of the Board.
- Execute the corporate strategy to achieve profitable growth and maximize shareholder value for the Corporation's shareholders.
- Manage the business operations in accordance with the strategic direction approved by the Board and within operational policies as determined by the Board.
- Challenge management to set and achieve viable annual and long-term strategic and financial goals.
- Recommend appropriate rewards and incentives for management.
- Monitor the performance of management against a set of agreed corporate objectives directed at maximizing shareholder value within reasonable risk parameters.
- Develop and execute effective succession plans that help to minimize succession risk for the Corporation.
- Work with external stakeholders to enhance the competitiveness of Canadian capital markets.
- Report information from management to the Board in a manner and time so that the Board may effectively monitor and evaluate corporate (operational and financial) performance against stated objectives and within executive limitations.
- Report to the Board on relevant trends, anticipated media and analyst coverage, material external or internal changes, and any changes in the assumptions upon which any Board decision or approval has previously been made.
- Advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies, or legal and/or regulatory requirements.
- Provide the Board with all information and access that the Board may require in order to make fully-informed decisions.
- Report in a timely manner any actual or anticipated non-compliance with any Board approved policy or decision.

How to vote

How to vote at our 2022 annual and special meeting

Tuesday, May 3, 2022

2:00 p.m. (Eastern time)

You can vote your TMX Group common shares if you owned them at the close of business on March 16, 2022.

TMX Group

Virtual only meeting via live webcast online at <https://virtual-meetings.tsxtrust.com/en/1288>

Two ways to vote

- 1 at our virtual meeting
- 2 by proxy, using your proxy or voting instruction form

Who can vote

You can vote your TMX Group common shares if you owned them at the close of business on March 16, 2022. There are some restrictions – see the note on the next page.

How many votes you have

You have one vote for every share you held on March 16, 2022. On March 16, 2022, there were 56,010,732 shares outstanding and eligible to vote.

What you're voting on

We need a simple majority of votes (50% plus one vote) cast for each item to be approved.

**The board recommends
you vote FOR these items**

	Where to read about it
appointing our auditor	page 7
electing our directors	page 8
voting on our approach to executive compensation	page 8

Voting restrictions

No person or company, or combination of people or companies acting together, can beneficially own (directly or indirectly) or exercise control or direction over more than 10% of our common shares (except if approved in advance by the Ontario Securities Commission and Québec's Autorité des marchés financiers). No person or company can exercise the right to vote more than 10% of the votes attached to our common shares.

As of March 16, 2022, our directors and officers were not aware of any person or company, or combination of people or companies acting together, who beneficially owned (directly or indirectly) or exercised control or direction over more than 10% of our common shares.

Counting the votes

Our transfer agent, TSX Trust Company, counts and tabulates the proxies.

Your vote is private

Your vote is kept confidential unless it's clear that you want your position to be communicated to management, or as necessary to meet legal requirements.

Questions?

Contact our transfer agent, TSX Trust Company:

tel (416) 361-0930 (Toronto area)
tel 1-866-393-4891 (North America)
fax (416) 595-9593
email tsxtis@tmx.com

How to vote if you're a registered shareholder

You're a registered shareholder if you hold your shares directly with TMX Group.

Two ways to vote

- 1 at our virtual meeting
- 2 by proxy, using the proxy form we sent you

How to vote at our virtual meeting

1. Log in at <https://virtual-meetings.tsxtrust.com/en/1288> 15 minutes before the meeting starts
2. Click on "I have a control number"
3. Enter your control number (on your proxy form)
4. Enter the password: tmx2022
5. Vote!

You have to be connected to the internet at all times to be able to vote – it's your responsibility to make sure you stay connected for the entire meeting.

How to vote by proxy

Voting by proxy means appointing someone (your proxyholder) to attend the meeting and vote according to instructions you've provided.

1. Appoint someone to be your proxyholder

Charles Winograd, chair of the board, and John McKenzie, CEO, will be your proxyholders unless you appoint someone else.

If you want to appoint someone else to be your proxyholder, cross out the chair and CEO's names, and write in the name of the person you're appointing. Your proxyholder does not have to be a TMX Group shareholder, but he or she does need to understand that your vote will not be counted unless he or she attends the virtual meeting and votes your shares for you.

You or the person you appoint must contact TSX Trust to receive a meeting access number, to be able to participate at the meeting. To register with TSX Trust, please go to <https://tsxtrust.com/resource/en/75> and complete the form. It is your responsibility to advise your proxyholder to register with TSX Trust to receive a meeting access number. Without the meeting access number, proxyholders will not be able to participate in the meeting.

2. Provide your voting instructions

Use the form to specify how you want to vote on each item. Your proxyholder has to follow these instructions.

If you do not specify how you want your shares to be voted, your proxyholder can vote your shares as he or she sees fit. In this situation, Charles Winograd and John McKenzie will vote your shares:

- *for* each director
- *for* our auditor
- *for* our approach to executive compensation

If there are amendments to the items or other items are properly brought before the meeting, your proxyholder can vote as he or she sees fit. As of the date of this circular, management was not aware of any proposed amendments or other matters to be presented at the meeting.

3. Send in your proxy form

Sign and date the form, and mail it to our transfer agent **by 2:00 p.m. (Eastern time) on April 29, 2022**. You can send it to TSX Trust Company by mail, voting online or fax.

TSX Trust Company

100 Adelaide Street
West, Suite 301
Toronto, Ontario
M5H 4H1
Fax (416) 595-9593

How to revoke your proxy

You can revoke your proxy by:

- delivering a letter to the Chief Legal and Enterprise Corporate Affairs Officer and Corporate Secretary by 2:00 p.m. (Eastern time) on April 29, 2022 (or, the last business day before the meeting, if it is postponed), stating that you want to revoke your proxy
- any other way allowed by law.

How to change your vote

You can also change your vote by sending in another properly completed and signed proxy form with a later date, as long as it is received by 2:00 p.m. (Eastern time) on April 29, 2022, or the last business day prior to the date the meeting is reconvened if it is adjourned.

How to vote if you're a beneficial shareholder

You're a beneficial shareholder if you hold your shares through an intermediary (a bank, securities broker, trust company, clearing agency or other financial institution).

Your intermediary will vote your shares, but you have the right to tell it how to vote.

How to vote at our virtual meeting

1. Appoint yourself as proxyholder by writing your name in the space provided on the form of proxy or voting instruction form. Do not fill out your voting instructions
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the voting instruction form
3. Get a control number by contacting TSX Trust Company at tsxtrustproxyvoting@tmx.com by 2:00 p.m. (Eastern) on April 29, 2022
4. Log in at <https://virtual-meetings.tsxtrust.com/en/1288> at least 15 minutes before the meeting starts
5. Click on "I have a control number"
6. Enter your control number
7. Enter the password: `tmx2022`
8. Vote!

You have to be connected to the internet at all times to be able to vote – it's your responsibility to make sure you stay connected for the entire meeting.

How to vote by proxy

1. Complete the proxy or voting instruction form, indicating your voting instructions on each item
2. Sign the form and follow instructions provided on the voting information form with respect to the voting deadline and submission of your voting instruction form.
3. If you change your mind and want to vote at the meeting, follow the instructions on your voting information form to see if this is possible and what steps you need to take.

How to change your vote

If you have provided voting instructions to your intermediary and change your mind about how you want to vote, or you decide to attend the meeting and vote at the meeting, contact your intermediary to find out what to do.

About your voting materials

Your intermediary sent you this circular and a proxy or voting instruction form unless you told them not to send you voting information. If we sent you these materials directly, your intermediary gave us your name, address and information about your shareholdings in accordance with securities regulatory requirements. By choosing to send these materials to you directly, we have assumed responsibility for delivering them to you and for following your voting instructions.

Two ways to vote

- 1 at our virtual meeting
- 2 by proxy, using the proxy or voting instruction form your intermediary sent you

For more information

Please contact TMX Group if you have any additional questions or require further clarification.

General Enquiries

300-100 Adelaide St. West
Toronto, ON
M5H 1S3

T +1 416 947-4277

info@tmx.com

